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If you have sold or transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), the Placing Shares. This document does not contain an offer of transferrable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA. This document has not been examined or approved by the Financial Conduct Authority or the London Stock Exchange or any other regulatory authority.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will become effective and that dealings will commence on 11 May 2015. The Placing Shares will, when issued, rank in full for all dividends and other distributions declared, made or paid on the Ordinary Shares and otherwise rank *pari passu* in all respects with the Existing Ordinary Shares.

Everyman Media Group plc

(Incorporated and registered in England and Wales with registered no. 8684079)

Placing of 23,529,412 Ordinary Shares at 85 pence per share

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 to 8 (inclusive) of this document and which recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.

The Notice of General Meeting to be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London NW3 6TX, at 10.00 a.m. on 8 May 2015, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by no later than 10.00 a.m. on 6 May 2015 (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.

Cenkos Securities plc, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company in connection with the Placing. Persons receiving this document should note that Cenkos Securities plc will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cenkos Securities plc or for advising any other person on the arrangements described in this document. Cenkos Securities plc has not authorised the contents of, or any part of, this document and no liability whatsoever is accepted by Cenkos Securities

plc for the accuracy of any information or opinions contained in this document or for the omission of any information. Cenkos Securities plc, as nominated adviser and broker to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or the Directors.

The Placing Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. Accordingly, subject to certain exceptions, the Placing Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. Shareholders who are residents or citizens of any country other than the United Kingdom and any person (including, without limitation, custodians, nominees and trustees) who have a contractual or other legal obligation to forward this document to a jurisdiction outside the United Kingdom should seek appropriate advice before taking any action.

Copies of this document will be available free of charge to the public during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the offices of Everyman Media Group plc at 2 Downshire Hill, London, NW3 1NR for a period of one month from the date of this document.

FORWARD LOOKING STATEMENTS

This document includes “forward-looking statements” which include all statements other than statements of historical facts, including, without limitation, those regarding the Group’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or “similar” expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group’s present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

DIRECTORS AND ADVISERS

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

PLACING STATISTICS

Placing Price	85p
Number of Placing Shares	23,529,412
Number of Ordinary Shares in issue following Admission	59,820,436
Percentage of the Enlarged Share Capital represented by the Placing Shares	39.3%
Gross Proceeds of the Placing	£20.0 million
Estimated net proceeds of the Placing	Approximately £19.3 million

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

This document posted to Shareholders	20 April 2015
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 6 May 2015
General Meeting	10.00 a.m. on 8 May 2015
Admission and dealings in the Placing Shares expected to commence on AIM	11 May 2015
Expected date for CREST accounts to be credited for Placing Shares to be held in uncertificated form	11 May 2015
Despatch of definitive share certificates in respect of the Placing Shares to be held in certificated form, if applicable	By 25 May 2015

Notes:

1. Each of the times and dates above are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.
3. All events listed in the above timetable following the General Meeting are conditional on the passing at the General Meeting of the Resolutions.

LETTER FROM THE CHAIRMAN OF

Everyman Media Group plc

(Incorporated and registered in England and Wales with registered no. 8684079)

Directors:

Paul Wise – *Chairman*
Crispin Lilly – *Chief Executive Officer*
Jonathan Peters – *Finance Director*
Adam Kaye – *Executive Director*
Charles Dorfman – *Non-Executive Director*
Philip Jacobson FCA – *Non-Executive Director*
Michael Rosehill FCA – *Non-Executive Director*

Registered office:

2 Downshire Hill
London NW3 1NR

20 April 2015

Dear Shareholder

Placing of 23,529,412 Ordinary Shares at 85 pence per share and Notice of General Meeting

Introduction

The Company has today announced the terms of a placing by Cenkos, acting as the Company's Nominated Adviser and Broker to the Placing, to raise £20.0 million by the issue and allotment by the Company of 23,529,412 Ordinary Shares at the Placing Price of 85 pence per share.

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

The purpose of this document is to explain the background to and reasons for the Placing, why the Directors are seeking authority from Shareholders to issue the Placing Shares for cash on a non pre-emptive basis and to recommend that you vote in favour of the Resolutions.

Summary of Everyman Media Group plc

The Group is a leading independent cinema group in the UK. The Group currently owns and operates eleven cinemas based in London, the South East of England, Birmingham and Leeds. The cinemas owned by the Group are operated under the 'Everyman' brand.

The Everyman brand is positioned at the premium end of the UK cinema market. The Group offering focuses on providing a relaxed environment to consumers with smaller capacity venues but, in the Directors' view, higher levels of comfort than multiplex cinemas and other independent cinema groups. Each venue has a fully licensed bar with enhanced food and beverage offering. The Company seeks to provide consumers with a cinema experience each time they watch a film at an Everyman cinema, incorporating enjoyable food and drink within conducive surroundings. Everyman shows a range of current and classic films alongside alternative content.

The Group floated on AIM in November 2013 and has since opened a flagship new cinema in the Mailbox development in Birmingham. New sites in Canary Wharf and Bristol are expected within the next year and the Group has exchanged contracts on further locations expected to open in 2016.

Background and Reasons for the Placing

Everyman is proposing to buy four cinemas from Odeon Cinemas Limited located in Gerrards Cross, Esher, Muswell Hill and Barnet. Geographically, the Target Sites complement the existing Everyman estate. The cash consideration for the Target Sites is £7.1 million and the Directors expect to spend approximately £6.1 million to refurbish the sites to existing Everyman standards. In aggregate, the Target Sites have a total of 14 screens, compared to 21 screens currently in operation within Everyman sites. The Target Sites reported unaudited revenue of £3.6 million and an EBITDA of approximately £0.5 million for the 12 months ended December 2014. Following refurbishment, the Directors expect the Target Sites to achieve a significantly improved level of financial performance. The Directors believe that within 12 months all of the new Target Sites will be fully operational as Everyman cinemas.

The consideration and refurbishment cost of each site is comparable or marginally below the amount that the Directors typically expect the Company to pay when opening any new site. The Acquisition represents an acceleration of the Group's organic growth plan, allowing the Group to add scale, with sites that fit the existing model, in a comparatively short space of time.

The Placing is not conditional on the Acquisition. The Acquisition is still subject to financing, a final sale and purchase agreement and landlord consent for each of the individual Target Sites. However, the terms of the Acquisition are largely agreed and discussions with the respective landlords of each Target Site are progressing and, as such, the Directors expect the Acquisition to complete. **In the event that the Acquisition does not proceed the Company will retain the proceeds of the Placing to augment its existing cash resources and to supplement its working capital.**

The remaining net proceeds from the Placing are to be raised from the Placing is to be used to fund the further roll out of the Everyman estate in 2016 and beyond. The Group has already exchanged contracts on sites in Harrogate and Cirencester and the Directors believe there is potential to accelerate the Group's number of annual openings following completion of the Placing,

Current Trading and Outlook

Current trading in 2015 has been in line with expectations and the film release schedule for 2015 is encouraging.

Placing

Subject to Admission, the Company will issue 23,529,412 new Ordinary Shares which will raise approximately £20 million, before expenses, and £19.3 million, after the expenses of the Placing (which are estimated to be £0.7 million (excluding VAT) in total). The Placing Shares have been conditionally placed by Cenkos, as agent for the Company, with institutional and other investors. Application has been made for the Placing Shares to be admitted to trading on AIM and dealings are expected to commence on 11 May 2015.

The Placing Shares issued pursuant to the Placing will represent approximately 39 per cent. of the Enlarged Share Capital. The Placing Shares will, following Admission, rank in full for all dividends and distributions declared, made or paid in respect of the issued Ordinary Share capital of the Company after the date of their issue and will otherwise rank *pari passu* in all other respects with the Existing Ordinary Shares. The Placing Price represents a discount to the closing mid-market price of 6.6 per cent. per Ordinary Share as at 17 April 2015 (being the latest practicable date prior to the date of this document).

Cenkos, as agent for the Company, has agreed to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The Placing is not underwritten. The Placing is conditional, *inter alia*, upon:

- Shareholders approving the Resolutions at the General Meeting that will grant to the Directors the authority to allot the Placing Shares and the power to disapply statutory pre-emption rights in respect of the Placing Shares;
- the Placing Agreement becoming unconditional and not having been terminated in accordance with its terms prior to Admission; and
- Admission becoming effective not later than 11 May 2015 or such later date as Cenkos and the Company may agree.

Directors' and related parties' participation in the Placing

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

Director	Number of Ordinary Shares held before the Placing	Number of Shares being subscribed for as part of the Placing	Resultant shareholding after the Placing	Percentage of Enlarged Share Capital
Adam Kaye	3,037,750	1,647,059	4,684,809	7.8%
Paul Wise	2,577,168	470,500	3,047,668	5.1%
Michael Rosehill	138,754	35,294	174,048	0.3%
Phillip Jacobson	30,120	5,880	36,000	0.1%

In addition to the above, Blue Coast Private Equity L.P. ("**Blue Coast**") has agreed to subscribe for 4,300,059 Placing Shares pursuant to the Placing at the Placing Price. Following Admission, Blue Coast will have an interest in 11,435,693 Ordinary Shares, representing 19.1 per cent. of the Enlarged Share Capital.

Adam Kaye and Paul Wise are considered a "related party" (as defined by the AIM Rules) of the Company by virtue of being directors of the Company. Blue Coast are considered a "related party" (as defined by the AIM Rules) of the Company by virtue of being an existing substantial shareholder in the Company.

The Directors (excluding Adam Kaye and Paul Wise) consider, having consulted with Cenkos, the Company's Nominated Adviser for the purposes of the AIM Rules, that the terms of the related party subscriptions are fair and reasonable insofar as the shareholders of the Company are concerned.

General Meeting

A notice is set out at the end of this document convening the General Meeting to be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London NW3 6TX, at 10.00 a.m. on 8 May 2015 at which the following Resolutions will be proposed:

- (A) Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot relevant securities up to an aggregate nominal value of (i) £2,352,942 in connection with the Placing and (ii) £1,974,075 otherwise than in connection with the Placing;
- (B) Resolution 2, which will be proposed as a special resolution and which is subject to the passing of Resolution 1, disapplies statutory pre-emption rights, provided that such authority shall be limited to, *inter alia*, the allotment of equity securities in connection with the Placing, and otherwise the allotment of equity securities up to an aggregate nominal amount of £598,205.

Resolution 1 authorises the allotment of such number of new Ordinary Shares as are necessary for the Placing, as well as providing the Directors with a standing authority to allot equity securities up to an aggregate nominal value of £1,974,075 (representing one-third of the Enlarged Share Capital). Similarly, Resolution 2 authorises the disapplication of statutory pre-emption rights in respect of such number of new Ordinary Shares as are necessary for the Placing as well as providing the Directors with a standing authority to allot equity securities otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value of £598,205 (representing ten per cent. of the Enlarged Share Capital).

Action to be taken

Please check that you have received the following with this document:

- a Form of Proxy for use in relation to the General Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

Whether or not you intend to be present in person at the General Meeting, you are strongly encouraged to complete, sign and return your Form of Proxy in accordance with the instructions printed thereon so as to be received, by post or, during normal business hours only, by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible but in any event so as to arrive by not later than 10.00 a.m. on 6 May 2015 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, or any adjournment thereof, should you wish to do so.

Recommendation

The Directors consider the Placing to be in the best interests of the Company and the Shareholders as a whole and, accordingly, unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 10,645,514 Existing Ordinary Shares, representing approximately 29.3 per cent. of the Existing Ordinary Shares.

Yours faithfully

Paul Wise
Chairman

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

“Acquisition”	the acquisition of the Target Sites from Odeon
“Admission”	the admission to trading on AIM of the Placing Shares becoming effective in accordance with Rule 6 of the AIM Rules
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the rules for AIM companies as published by the London Stock Exchange from time to time
“Articles”	the articles of association of the Company
“Board” or “Directors”	the directors of the Company
“Cenkos”	Cenkos Securities plc (company number: 05210733) whose registered office is at 6.7.8 Tokenhouse Yard, London EC2R 7AS
“certificated” or “in certificated form”	a share or other security which is not in uncertificated form (that is, not in CREST)
“Company” or “Everyman”	Everyman Media Group plc, a company registered in England and Wales with registered number 8684079
“CREST”	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & Ireland Limited
“Enlarged Share Capital”	the entire issued ordinary share capital of the Company immediately following Admission
“Existing Ordinary Shares”	36,291,024 Ordinary Shares currently in issue at the date of this document
“General Meeting”	the general meeting of the Company, notice of which is set out at the end of this document, and any adjournment thereof
“Form of Proxy”	the form of proxy for use at the General Meeting which accompanies this document
“Group”	the Company and its subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of the General Meeting, which is set out at the end of this document
“Odeon”	Odeon Cinemas Limited and ABC Cinemas Ltd
“Ordinary Shares”	ordinary shares of 10 pence each in the share capital of the Company
“Placing”	the conditional placing of the Placing Shares by Cenkos
“Placing Agreement”	the conditional placing agreement entered into between the Company & Cenkos on 17 April 2015

“Placing Price”	85 pence per Placing Share
“Placing Shares”	23,529,412 new Ordinary Shares to be issued by the Company pursuant to the Placing
“Registrars”	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE
“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
“Target Sites”	the four cinema sites being acquired from Odeon located in Gerrards Cross, Esher, Muswell Hill and Barnet
“Shareholder(s)”	holder(s) of Ordinary Shares
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	a share or security recorded in the Company’s register of members as being held in uncertificated form, title to which may be transferred by means of CREST
“US” or “United States”	the United States of America

NOTICE OF GENERAL MEETING

Everyman Media Group plc

NOTICE IS HEREBY GIVEN that a General Meeting of Everyman Media Group plc (the “**Company**”) will be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London NW3 6TX, at 10.00 a.m. on 8 May 2015 for the purpose of considering and, if thought fit, passing the following Resolutions, which will be proposed, in the case of Resolution 1, as an ordinary resolution and, in the case of Resolution 2, as a special resolution.

For the purposes of these Resolutions capitalised terms shall (unless the context requires otherwise) have the same meanings ascribed to them in the circular from the Company to the Shareholders dated 20 April 2015 (the “**Circular**”).

ORDINARY RESOLUTION

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

- (A) up to an aggregate nominal amount of £2,352,942 in connection with the Placing; and
- (B) otherwise than pursuant to paragraph (A) above up to an aggregate nominal amount of £1,974,075,

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

SPECIAL RESOLUTION

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

- (A) the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

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

- (B) the allotment of equity securities in connection with the Placing pursuant to the authority conferred by Resolution 1(A);
- (C) the allotment (otherwise than pursuant to paragraphs (A) and (B)) of equity securities up to an aggregate nominal amount of £598,205,

and shall expire 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, (unless previously renewed, varied or revoked by the Company in general meeting) except that

the Company may make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

By order of the Board

Philip Jacobson FCA
Company Secretary

Registered office:
2 Downshire Hill
London NW3 1NR

Everyman Media Group plc

Date: 20 April 2015

Notes:

- (1) A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy or proxies to attend and vote, on a poll, instead of him. A proxy need not be a member of the Company.
- (2) A Form of Proxy is enclosed for your use if desired. Please carefully read the instructions on how to complete the Form of Proxy. For a Form of Proxy to be effective, the instrument appointing a proxy together with the power of attorney or such other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority must reach the Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time of holding of the General Meeting. The Form of Proxy should therefore be completed and deposited with the Company's Registrars by 10.00 a.m. on 6 May 2015. Completion of a Form of Proxy does not preclude a member from subsequently attending and voting at the General Meeting in person if he or she so wishes. If a member has appointed a proxy and attends the General Meeting in person, such proxy appointment will automatically be terminated.
- (3) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders on the register of members at 6.00 p.m. on 6 May 2015, or in the event that the above General Meeting is adjourned, on such register at 6.00 p.m. on the date two days before the adjourned General Meeting (excluding any part of a day that is not a business day), shall be entitled to attend or vote at the General Meeting in respect of the number of Existing Ordinary Shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.
- (4) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Existing Ordinary Shares. You may not appoint more than one proxy to exercise rights attached to any one Existing Ordinary Share. If you wish to appoint more than one proxy, please contact the Registrars, Computershare Investor Services PLC on +44 (0)870 707 1577. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays. Alternatively you may write to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, for additional Forms of Proxy and for assistance.
- (5) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (6) Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Existing Ordinary Share.
- (7) As at the date of this document, the Company's issued share capital comprised 36,291,024 ordinary shares of 10 pence each. Each Ordinary Share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at the date of this document is 36,291,024.
- (8) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
- (9) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY and in the case of a member which is a corporation, the revocation notice must be executed in accordance with note 10 below. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice and must be received by the Registrars not less than 48 hours before the time fixed for the holding of the General Meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote provided that in calculating such periods no account shall be taken of any part of a day that is not a working day. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- (10) A corporation's Form of Proxy must be executed pursuant to the terms of section 44 of the Companies Act 2006 or under the hand of a duly authorised officer or attorney.
- (11) Any power of attorney or any other authority under which the Form of Proxy is signed (or duly certified copy of such power of authority) must be included with the Form of Proxy.