

**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

19 May 2025

Dear Shareholder

### **Annual General Meeting 2025**

The Board is pleased to confirm that the Annual General Meeting (**AGM**) of Everyman Media Group PLC (**Company**) will take place at 09:30 a.m. on Thursday 19 June 2025. 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.

### *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.

### *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 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.

### *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.

Yours faithfully

Philip Jacobson  
Chair

# EVERYMAN MEDIA GROUP PLC

## NOTICE OF ANNUAL GENERAL MEETING

### 2025

Notice is hereby given that the Annual General Meeting (**AGM**) of Everyman Media Group PLC will be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London, NW3 6TX on Thursday 19 June 2025 at 09:30 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 and 16 will be proposed as special resolutions.

#### Definitions

<b>CA 2006</b>	the 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

#### ORDINARY RESOLUTIONS

##### Report and Accounts

1. To receive the Annual Report and Accounts of the Company for the period ended 2 January 2025 together with the Directors' reports and auditor's report on those accounts.

##### Remuneration Report and Policy

2. To accept the Directors' Remuneration Report for the period ended 2 January 2025 as set out on pages 27 to 29 of the Company's Annual Report and Accounts for the period ended 2 January 2025.
3. To accept the Directors' Remuneration Policy as set out on page 28 of the Company's Annual Report and Accounts for the period ended 2 January 2025 to take effect immediately following the AGM.

##### Directors

4. To reappoint Mr Alex Scrimgeour as a director of the Company.
5. To reappoint Mr Adam Kaye as a director of the Company.
6. To reappoint Mr Charles Dorfman as a director of the Company.
7. To reappoint Mr Philip Jacobson as a director of the Company.
8. To reappoint Mr Michael Rosehill as a director of the Company.
9. To reappoint Mr William Worsdell as a director of the Company.
10. To reappoint Mrs Maggie Todd as a director of the Company.
11. To reappoint the Baroness McGregor-Smith as a director of the Company.

##### Auditor

12. 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.



13. To authorise the Directors to determine the fees payable to the auditor.

#### Share Authorities

14. THAT, in accordance with section 551 of CA 2006, the Directors be generally and unconditionally authorised to allot Equity Securities:

- 14.1. up to an aggregate nominal amount of £6,078,717.30 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant the authority in paragraph 14.2 below) in connection with a fully pre-emptive offer:

- A. to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- B. 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

- 14.2. in any other case, up to an aggregate nominal amount of £3,039,358.60 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph 14.1 above in excess of £3,039,358.60),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company (or if earlier, the date which is 15 months from the date of the passing of the resolution) save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors under section 551 of CA 2006, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

#### SPECIAL RESOLUTIONS

15. THAT, subject to the passing of resolution 14 (*Authority to Allot*), 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 for cash as if section 561 of CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

- 15.1. the allotment of Equity Securities in connection with an offer of Equity Securities (but, in the case of the authority granted under paragraph 14.1, by way of a fully pre-emptive offer only):

- A. to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- B. 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

15.2. the allotment of Equity Securities or sale of treasury shares (otherwise than pursuant to paragraph 15.1 of this resolution) to any person up to an aggregate nominal amount of £911,807.60; and

15.3. the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 15.1 or paragraph 15.2 above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 15.2 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, 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.

16. THAT, subject to the passing of resolution 14, the Directors be authorised in addition to any authority granted under resolution 15, to allot Equity Securities for cash under the authority conferred by resolution 14 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:

16.1. limited to the allotment of Equity Securities or sale of treasury shares up to an aggregate nominal amount of £911,807.60 such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine 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; and

16.2. limited to the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph 16.1 above) up to a nominal amount equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 16.1 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **BY ORDER OF THE BOARD**

Philip Jacobson  
Chairman

19 May 2025

Everyman Media Group PLC  
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 6:30 p.m. (London time) on 17 June 2025 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 AGM will be conducted by way of a poll rather than on 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 each resolution will be announced via a Regulatory Information Service and published on the Company's investor website, <https://investors.everymancinema.com/>, after the AGM.

### *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 09:30 a.m. on 17 June 2025, 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 Servicers PLC (**Computershare**):
  - 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](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 Form of Proxy 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 Form of Proxy 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 Computershare (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 AGM 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 the day immediately before the date of this notice of AGM, the Company's issued share capital comprised 91,180,760 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 the day immediately before the date of this notice of AGM is 91,180,760.

#### 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 at <https://www.everymancinema.com/privacy-policy/>.



## EXPLANATORY NOTES

Resolutions 1 to 14 are ordinary resolutions and require a simple majority of votes cast to be in favour in order to be passed. Resolutions 15 and 16 are special resolutions and require a majority of at least 75% of votes cast to be in favour in order to be passed.

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

Section 437 of CA 2006 requires the Directors to lay copies of the Company's annual report and accounts for the period ended 2 January 2025 before the Company in general meeting before the end of the period for filing them with Companies House. This resolution addresses that requirement.

### **Resolutions 2 and 3 – Remuneration (Ordinary Resolutions)**

Resolutions 2 and 3 request that shareholders accept the Directors' Remuneration Report (**DRR**) and the Directors' Remuneration Policy (**DRP**), respectively. Although these resolutions are not binding, the Directors wish to give shareholders the opportunity to express their views in relation to directors' remuneration in an appropriate manner. These resolutions are intended to provide that opportunity. The DRR is backwards-looking and sets out the directors' remuneration in respect of the period ended 2 January 2025, while the DRP is forward-looking and describes the policy the Board proposes to adopt for the future remuneration of the executive directors.

### **Resolutions 4 to 11 – Directors' Reappointments (Ordinary Resolutions)**

In accordance with the Company's Articles of Association certain Directors are required to retire at each Annual General Meeting and, if willing, put themselves forward for reappointment by shareholders. In accordance with best practice, all the Directors are retiring at the AGM and, being willing, put themselves forward for reappointment by shareholders.

Biographical details of all Directors can be found in the Annual Report and on the Company's website at <https://investors.everymancinema.com/director-details/>.

### **Resolutions 12 and 13 – Auditor (Ordinary Resolutions)**

On the recommendation of the Audit Committee, the Directors propose as resolution 12 that BDO LLP be re-appointed as auditor of the Company. Resolution 13 proposes that the Directors be authorised to determine the level of the auditor's remuneration. Please refer to the Audit Committee Report in the Annual Report for further information.

### **Resolution 14 – Authority to Allot (Ordinary Resolution)**

This resolution deals with the Directors' authority to allot securities in accordance with section 551 of the CA 2006 and complies with the Investment Association Share Capital Management Guidelines issued in February 2023.

If passed, the resolution will authorise the Directors to allot:

- (i) Equity Securities up to a maximum nominal amount of £6,078,717.30 which represents approximately two thirds of the Company's issued ordinary shares as at 19 May 2025 (being the latest practicable date prior to publication of this document) (**ISC**) in relation to a fully pre-emptive offer, with authority for the Directors to deal pragmatically with legal, regulatory and logistical issues (e.g. fractions of shares and overseas securities laws). This maximum is reduced by the nominal amount of any Equity Securities allotted under the authority set out in paragraph 14.2 of the resolution; and
- (ii) Equity Securities up to a maximum nominal amount of £3,039,358.60 otherwise which represents approximately one third of the Company's ISC. This amount will be reduced to the extent that Equity Securities allotted pursuant to paragraph 14.1 exceed £3,039,358.60 in nominal value.

Therefore, the maximum nominal amount of securities which may be allotted under this resolution is £6,078,717.30, with any amount of securities which may be allotted under this resolution in excess of

£3,039,358.60 is only to be allotted in relation to a fully pre-emptive offer, in line with the restrictions set out in the resolution.

The authority granted by this resolution will expire on the earlier of the conclusion of next year's annual general meeting and the date which is 15 months after the resolution is passed.

The Directors have no present intention to exercise the authority conferred by this resolution.

**Resolutions 15 and 16 – Disapplication of Statutory Pre-Emption Rights (Special Resolutions)**

Under CA 2006, the Directors require shareholder authority to issue Equity Securities for cash without first offering them to the whole shareholder base pro rata to their existing holdings in accordance with the statutory requirements of section 561 CA 2006. Resolutions 15 and 16 will, if passed, give the Directors this authority within the specified limitations. Resolution 15 provides a general authority and resolution 16 is in respect of allotments to finance acquisitions and capital investments.

These resolutions are in line with the Pre-Emption Group's Statement of Principles 2022, the template resolutions published by the Pre-Emption Group in 2022 and the Share Capital Management Guidelines published by the Investment Association (as updated in February 2023) (**Investor Guidelines**). The Company notes the increase in the acceptable levels of authority set out in the Pre-Emption Group's Statement of Principles 2022 and the Directors consider it appropriate for the Company to seek those enhanced approvals to maximise its ability to act swiftly in the interests of shareholders should a need or opportunity arise.

Put simply, the Directors will, if the resolutions are passed, have authority to freely allot up to 10% of the ISC for cash, with additional allotments for cash permitted only for:

- offers which are essentially pre-emptive but enable the Directors to make pragmatic decisions to deal with logistical and regulatory issues in connection with the offer (up to two thirds ISC in total);
- financing specified investments and acquisitions in line with the Investor Guidelines (up to 10% ISC); and
- specified follow-on offers in line with the Investor Guidelines (up to 20% of the nominal value of shares allotted under the original offer process (maximum 2% of the ISC)).

The Directors have no present intention to exercise the authority conferred by these resolutions.

The authorities set out in these resolutions will expire on the conclusion of next year's annual general meeting or, if earlier, on the date which is 15 months after the date the resolutions are passed.



