



Everyman Media Group Plc
Studio 4, 2 Downshire Hill
London, NW3 1NR
Registered in England No. 08684079

Explanatory Notes to the Notice of Annual General Meeting 2015

This year, eleven Resolutions are proposed at the Annual General Meeting and the purpose of each of the Resolutions is as follows:

Ordinary Business

Resolution 1: The Accounts and Reports

The directors will present their report and the audited financial statements to 31 December 2014, together with the auditors' report therein.

Resolutions 2 to 7: Re-election of retiring directors

The Articles of Association of the Company stipulate that any director shall only hold office until the conclusion of the next annual general meeting following the date of his appointment. Furthermore the articles require that one third of the directors retire at each Annual General Meeting. Corporate Governance guidance recommends that each of the directors retire and offer themselves for re-appointment. Biographical details relating to each of the directors can be found on the Group's website: <http://investors.everymancinema.com>.

Resolution 8: Appointment of Auditors

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid before shareholders, to hold office until the next such meeting. This Resolution proposes BDO be re-appointed as auditors for the current year.

Resolution 9: Auditors' remuneration

This Resolution authorises the directors to fix the auditor's remuneration.

Special Business

Resolution 10: Directors' power to allot securities

Section 549 of the Companies Act 2006 stipulates that directors cannot allot shares or rights to subscribe for shares in the Company (other than the shares allotted in accordance with an employee share scheme) unless they are authorised to do so by the shareholders in General Meeting. The directors' general authority to allot shares was granted on 24 April 2014 and is due to expire at the conclusion of the 2015 Annual General Meeting. Resolution 10 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 £362,910.24, representing 10 per cent of the nominal value of the issued ordinary share capital of the Company as at the date of this 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 on the earlier of fifteen months from the date of passing of the Resolution or the conclusion of the Annual General Meeting of the Company to be held in 2016 or, if earlier, the date which is fifteen months after the passing of the resolution.

Resolution 11: Disapplication of pre-emption rights

If the directors wish to allot any shares for cash, the Companies Act 2006 requires that such shares must be offered first to shareholders in proportion to their existing holdings. These are the pre-emption rights of shareholders. In certain circumstances, it may be in the interests of the Company for the directors to be able to allot shares for cash without having to offer them first to existing shareholders.

In line with common practice, Resolution 11 therefore seeks approval to empower the directors to allot shares for cash other than in accordance with the statutory pre-emption rights, in connection with a rights issue and other pre-emptive offers and otherwise up to a maximum nominal amount of £362,910.24, representing approximately 10 per cent of the nominal value of the issued ordinary share capital of the Company. Unless renewed, revoked, varied or extended, this authority will expire on the earlier of fifteen months from the date of passing of the Resolution or the conclusion of the Annual General Meeting of the Company to be held in 2016 or, if earlier, the date which is fifteen months after the passing of the resolution.

Recommendation

The directors believe that the proposals in Resolutions 1 to 11 are in the best interests of the Group and its shareholders as a whole. Accordingly, the directors recommend that shareholders vote in favour of each Resolution as they intend to do in respect of their own beneficial shareholdings.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Everyman Media Group plc will be held at Everyman Cinema Hampstead, 5 Holly Bush Vale, London NW3 6TX on Thursday, 30 April 2015 at 10.30 am for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 10 will be proposed as Ordinary Resolutions and resolution 11 will be proposed as a Special Resolution:

Ordinary Business

Ordinary Resolutions

- 1 To receive the accounts and the reports of the directors and the auditors thereon for the period ended 31 December 2014.
- 2 To elect Mr Paul Louis Wise as a Director.
- 3 To elect Mr Crispin Lilly as a Director.
- 4 To elect Mr Adam Kaye as a Director.
- 5 To elect Mr Charles Samuel Dorfman as a Director.
- 6 To elect Mr Philip Ronald Jacobson as a Director.
- 7 To elect Mr Michael Henry Rosehill as a Director.
- 8 To reappoint BDO LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.
- 9 To authorise the Directors to determine the auditors' remuneration.

Special Business

To consider and if thought fit pass Resolution 10 as an Ordinary resolution and Resolution 11 as a Special resolution.

As an Ordinary resolution:

10 That the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ('the Act'), 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 (as defined in Section 551 of the Act) of the Company] up to an aggregate nominal amount of £362,910.24 (being a sum equal to 10% of the issued share capital at the date of the Notice of Meeting) provided that, the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company (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.

As a Special resolution:

11 That the Directors of the Company be and they are hereby empowered pursuant to Section 570 and 573 of the Act, to allot or make offers to or agreements to allot equity securities (which expression shall have the meaning ascribed to it in Section 560(1) of the Act) for cash pursuant to the authority given pursuant to the above resolution up to an aggregate nominal amount of £362,910.24 (representing 10% of the issued share capital) as if Section 561(1) of the Act did not apply to such allotment, provided that the power provided by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution [or, if earlier, the date which is fifteen months after the passing of this resolution] but so that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights granted after such expiry.

By Order of the Board

Philip Jacobson
Company Secretary

Registered Office:

Studio 4
2 Downshire Hill
London NW3 1NR

27 March 2015

Notes

1. A Member entitled to attend, speak and vote may appoint a proxy or proxies to attend, speak and vote instead of him or her. A proxy need not be a member of the company. A form of proxy is enclosed which, if used, must be lodged at the Company's Registrars, Computershare Investor Service plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than forty-eight hours before the meeting. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy you may photocopy this form. You may appoint a person other than the Chairman as your proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), members must be entered on the Company's Register of Members at 6.00pm on the day occurring two working days before the date of the meeting. If the Meeting is adjourned then, to be so entitled, Members must be entered on the Company's Register of Members at 6.00pm on the day occurring two working days before the date of the adjourned Meeting or, if the Company gives notice of the adjourned Meeting, at the time specified in that notice. Changes to entries on that register after that time (or, in the event that the meeting is adjourned, on the register of members later than 6.00pm on the day occurring two working days before the date of any adjourned meeting) shall be disregarded in determining the rights of any member to attend and vote at the meeting referred to above.
3. Forms of proxy and the power of attorney or other authority, if any, under which they are signed or notarially certified copy of that power of attorney or authority, should be sent to the address noted on the form of proxy so as to arrive not less than 48 hours before the time fixed for the meeting. The return of a completed proxy form or other instrument of proxy will not prevent you attending the meeting and voting in person if you wish to do so. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every Ordinary share of which they are a holder. As a member, you have the right to put questions at the meeting relating to the business being dealt with at the meeting.
4. As at 27 March 2015 the Company's issued share capital was 36,291,024 Ordinary shares of 10 pence and the total voting rights were 36,291,024. For reporting purposes under FSA's Disclosure and Transparency Rules the market should exclude any shares held in Treasury and should use the figure of 36,291,024 when determining the total voting rights.
5. The vote 'Withheld' is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Withheld' vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
6. The completion and return of a proxy will not preclude a member from attending the meeting and voting in person.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Computershare Investor Services plc (whose CREST ID is 3RA50) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.
8. Any person holding 3% of the total voting rights in the Company who appoints a person other than the Chairman as his proxy will need to ensure that both he and such third party complies with their respective disclosure obligations under the Disclosure and Transparency Rules.
9. Under Section 527 of the Act, shareholders meeting the threshold requirement set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's Accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous AGM at which the annual accounts and reports were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to cover any costs incurred in complying with Section 527 or 528 and is required to forward any statement placed on a website to the Company's auditors not later than the time when it makes the statement on

the website. The business which may be dealt with at the meeting includes any statements that the Company has been required under Section 527 of the Act to publish on a website.

10. Under section 319A of the Act, the Company must answer any question relating to the business being dealt with at the meeting put by a member attending the meeting unless:

- a. answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- b. the answer has already been given on a website in the form of an answer to a question; or
- c. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

11. Shareholders are advised that, unless otherwise stated, any telephone number, website or email address which may be set out in this notice of Annual General Meeting or in any related documents (including the proxy form) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.

12. Except as provided above, members who have general queries about the meeting should contact the Company's Registrars Computershare by using the following means of communication: Tel. 0870 707 1577 (lines are open from 8.30am to 5.30pm Monday to Friday). Calls cost 10 pence per minute plus network charges), or visit their online Investor Centre at www.investorcentre.co.uk. For overseas shareholders please call: +44 (0)870 707 1577.

13. If you have disposed of your holding in the Company the report should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

14. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

15. A copy of the Notices of Meeting and other information required by section 311A of the Companies Act 2006 can be found at www.everymancinema.com/investors.