

Explanatory notes to the notice of annual general meeting

THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY PROXY BEFORE THE DEADLINE OF 31 MAY 2021

THE BOARD STRONGLY ENCOURAGES ALL SHAREHOLDERS TO VOTE ON THE RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING BY PROXY BEFORE THE DEADLINE OF 31 MAY 2021. AS SHAREHOLDER ATTENDANCE MAY NOT BE PERMITTED SUBJECT TO UK GOVERNMENT LEGISLATION, WE WOULD AT PRESENT ADVISE AGAINST ATTENDANCE GIVEN THE UNCERTAINTY IN RESPECT OF RESTRICTIONS TO MOVEMENT ARISING FROM THE COVID-19 PANDEMIC. THE CHAIRMAN OF THE MEETING RESERVES THE RIGHT UNDER THE COMPANY'S ARTICLES OF ASSOCIATION TO TAKE ALL SUCH MEASURES NECESSARY TO SECURE THE PROPER AND ORDERLY CONDUCT OF THE MEETING AND TO SAFEGUARD THE HEALTH AND WELLBEING OF THE COMPANY'S SHAREHOLDERS, ITS EMPLOYEES AND THE WIDER COMMUNITY, WHICH IS OF UPMOST IMPORTANCE. THE COMPANY HAS ARRANGED FOR A QUORUM TO BE PRESENT IN PERSON AT THE MEETING. IF THIS SITUATION CHANGES OR IF PLANS HAVE TO BE REVISED BEFORE THE DATE OF THE MEETING, WE WILL INCLUDE DETAILS ON THE COMPANY'S WEBSITE AT <https://investors.everymancinema.com/>

SINCE SHAREHOLDERS MAY BE RESTRICTED FROM ATTENDING THE MEETING, THEY ARE ASKED INSTEAD TO VOTE BY PROXY BY COMPLETING THEIR FORM OF PROXY IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW. THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL PROPOSE THAT EACH RESOLUTION IS VOTED ON VIA A POLL VOTE.

The Company encourages shareholders to submit any question they would like to have answered at the Annual General Meeting by e-mailing it to the Company so as to be received no later than 31 May 2021. The e-mail address that is to be used for these purposes only is: co-sec@oneadvisory.london. The Board of Directors will endeavour, where appropriate, to answer such questions by publishing responses on the Company's website at <https://investors.everymancinema.com/> as soon as practicable following the Annual General Meeting.

This year, 13 resolutions are to be 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 for the 52 weeks ended 2 January 2021, together with the auditors' report thereon.

Resolutions 2-8: 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 their appointment. The Articles of Association of the Company also require that one third of the Directors retire at the annual general meeting. However, corporate governance best practice, as adopted by the Company, requires each of the Directors to retire and offer themselves for re-appointment. Accordingly, each of the Directors will be retiring and offering themselves for re-appointment at the annual general meeting. Biographical details relating to each of the Directors can be found on the Group's website: investors.everymancinema.com.

Resolution 9: 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 that BDO be re-appointed as auditors for the current year.

Resolution 10: auditors' remuneration

This resolution authorises the Directors to fix the auditors' remuneration.

Special business

Resolution 11: Directors' power to allot securities

S549 of the Companies Act 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 29 April 2020. Resolution 11 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 £3,036,515.63, representing one third of the nominal value of the issued 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 at the conclusion of the annual general meeting of the Company to be held in 2022 or, if earlier, the date which is fifteen months after the passing of the resolution.

Resolution 12: 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 statutory 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. Resolution 12 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 up to the level of authority granted pursuant to Resolution 11, and otherwise up to a maximum nominal amount of £910,954.69, representing approximately 10 per cent of the nominal value of the issued share capital of the Company. 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 2022 or, if earlier, the date which is fifteen months after the passing of the resolution.

Resolution 13: increase of borrowing to up to £100,000,000

Pursuant to article 28.1.1 of the Articles of Association of the Company the borrowings of the Company and its subsidiary companies are regulated by ordinary resolution of the Company. The Company recently increased its facilities with Barclays Bank plc and Santander UK PLC to £40,000,000 in aggregate and it is proposed, in order to grant the Company further flexibility, that the maximum borrowings to be permitted in accordance with article 28.1.1 of the Articles of Association be increased for good order to £100,000,000 in aggregate.

Recommendation

The Directors believe that the proposals in resolutions 1 to 13 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. Appointing a proxy will enable your vote to be counted at the Annual General Meeting in the event of your absence. Shareholders are urged not to attend the Annual General Meeting, and anyone who seeks to attend will be refused entrance.

Notice of annual general meeting

Notice is hereby given that the annual general meeting of Everyman Media Group PLC will be held at 10:00 a.m. on 2 June 2021 at Everyman Cinema, 5 Holly Bush Vale, Hampstead London NW3 6TX for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 11 and resolution 13 will be proposed as ordinary resolutions and resolution 12 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 52 weeks ended 2 January 2021.
- 2 To re-elect Mr Paul Wise as a Director.
- 3 To re-elect Mr Alex Scrimgeour as a Director.
- 4 To re-elect Mr Adam Kaye as a Director.
- 5 To re-elect Ms Elizabeth Lake as a Director.
- 6 To re-elect Mr Charles Dorfman as a Director.
- 7 To re-elect Mr Philip Jacobson as a Director.
- 8 To re-elect Mr Michael Rosehill as a Director.
- 9 To re-appoint BDO as auditors of the Company to hold office until the conclusion of the next annual general meeting.
- 10 To authorise the Directors to determine the auditors' remuneration.

Special business

To consider, and if thought fit, pass resolution 11 as an ordinary resolution and resolution 12 as a special resolution.

As an ordinary resolution

- 11 That the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with s551 of the Companies Act 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 s551 of the Companies Act 2006) up to an aggregate nominal amount of £3,036,515.63 (being a sum equal to one third 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 or, if earlier, at 5.00pm (London time) 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.

As a special resolution

- 12 That, subject to the passing of resolution 11, the Directors be authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) 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 the Companies Act 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 £910,954.69.

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, at 5.00pm (London time) 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.

Resolution 13: increase of borrowing to up to £100,000,000

As an ordinary resolution

Pursuant to article 28.1.1 of the Articles of Association of the Company, the Company and its subsidiary companies be and are hereby unconditionally authorised to borrow up to £100,000,000 and that the facilities, including borrowings and guarantees and security granted thereunder, with Barclays Bank plc and Santander UK PLC be fully approved and ratified.

On behalf of the Board

Paul Wise

Chairman

10th May 2021

Everyman Media Group PLC

Studio 4, 2 Downshire Hill

London

NW3 1NR

Notes

- 1 You can lodge your vote electronically, by logging onto the Computershare website at 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 form of proxy) will be required. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by Computershare not later than 10.00 a.m. on 31 May 2021. **Given that it might not be possible to attend the Annual General Meeting in person, it is strongly advised that you appoint the Chairman of the Annual General Meeting to act as your proxy in accordance with the procedure set out in the notes below**
- 2 A member entitled to attend, speak and vote may appoint a proxy or proxies to attend, speak and vote at the annual general meeting 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 the proxy 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. **However, shareholders are urged to appoint the Chairman of the Meeting as their proxy, given that it might not be possible to attend the Annual General Meeting in person.**
- 3 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.
- 4 Forms of proxy and the power of attorney or other authority, if any, under which they are signed or a notarised 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.
- 5 As at 10 May 2021, which is the latest practicable date before publication of this notice, the Company's issued share capital was 91,095,469 Ordinary Shares of 10 pence. There were no shares held in treasury and therefore the total voting rights were 91,095,469.
- 6 The vote 'withheld' option 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.
- 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 In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.
- 9 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.
- 10 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: 0370 707 1577 (lines are open from 8:30 am to 5:30 pm Monday to Friday). Calls cost 10 pence per minute plus network charges or visit their online Investor Centre at investorcentre.co.uk. For overseas shareholders please call: +44 (0)370 707 1577.
- 11 If you have disposed of your holding in the Company this document should be passed on to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
- 12 A copy of the notice of meeting can also be found at: investors.everymancinema.com.

