

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities before taking any action if you are in the United Kingdom or, if you are resident outside the United Kingdom, from another appropriately qualified independent financial adviser. The whole of this document should be read.

If you have recently sold or transferred all of your registered holding of Existing Ordinary Shares please forward this document, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other party through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred only part of your registered holding of Existing Ordinary Shares, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected as soon as possible.

This document does not comprise a prospectus in accordance with the Prospectus Rules and, pursuant to section 85 of the Financial Services and Markets Act 2000 (as amended), has not been drawn up in accordance with the Prospectus Rules. This document has not been approved by the Financial Conduct Authority or by any other authority in any jurisdiction.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Placing Shares and the Subscription Shares to be admitted to trading on AIM. It is expected that admission of the Placing Shares and the Subscription Shares will become effective, and dealings for normal settlement in the Placing Shares and the Subscription Shares will commence, at 8.00 a.m. on or around 15 September 2020. The Existing Ordinary Shares, along with the Placing Shares and Subscription Shares, will not be dealt in, or on, any other recognised investment exchange and no other such application will be made. AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the FCA has examined or approved the contents of this document.

IMMEDIA GROUP PLC

(incorporated in England and Wales under the Companies Act 1985 with registered number 04947859)

CONDITIONAL PLACING AND SUBSCRIPTION OF 11,000,000 NEW ORDINARY SHARES AT A PRICE OF 10 PENCE PER SHARE TO RAISE £1.1 million

NOTICE OF GENERAL MEETING

The Placing Shares and Subscription Shares will, following allotment, rank *pari passu* in all respects with the Existing Ordinary Shares in issue at the date of Admission including the right to receive all dividends and other distributions thereafter declared made or paid on the ordinary share capital of the Company.

Notice of a General Meeting of the Company to be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD, at 10.00 a.m. on 14 September 2020 at which the resolutions required to effect the Placing and Subscription are to be proposed is set out at the end of this document. Shareholders will find enclosed with this Document a Form of Proxy for use in relation to the General Meeting. To be valid, the Form of Proxy must be completed in accordance with the instructions set out on the form and returned as soon as possible to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR so as to be received as soon as possible but in any event no later than 10.00 a.m. on 10 September 2020, being 48 hours (excluding days that are not Business Days) before the time fixed for the General Meeting. **In accordance with Government legislation and related restrictions in response to COVID-19, and to minimise public health risks, the General Meeting is to be held as a closed meeting and neither Shareholders, nor their proxies nor corporate representatives will be permitted to attend the meeting in person. As such, Shareholders are strongly encouraged to appoint the Chairman of the General Meeting to act as their proxy as no other person will be permitted to attend the meeting.**

SPARK Advisory Partners Limited (“**SPARK**”), is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is acting as nominated adviser to the Company. Its responsibilities as the Company’s nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire Ordinary Shares in the Company in reliance on any part of this Circular. SPARK has not authorised the contents of, or any part of, this Circular and no representation or warranty, express or implied, is made by SPARK as to any of the contents of this Circular (without limiting the statutory rights of any person to whom this Circular is issued). SPARK will not be offering advice and will not otherwise be responsible to anyone other than

the Company for providing the protections afforded to customers of SPARK or for providing advice in relation to the contents of this Circular or any other matter.

SP Angel Corporate Finance LLP (“**SP Angel**”), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and no-one else in relation to the Placing and Subscription and will not be acting for any other person or otherwise be responsible to any person for providing the protections afforded to customers of SP Angel or for advising any other person in respect of the Placing and Subscription. SP Angel’s responsibilities as the Company’s Broker are owed solely to the London Stock Exchange and are not owed to the Company, nor to any other person. SP Angel is not making any representation or warranty, express or implied, and takes no responsibility for the contents of this document, the Placing, Subscription or for the General Meeting.

The release, publication or distribution of this document in an Excluded Territory may be restricted by law. Persons who come into possession of this document should inform themselves about and observe any applicable restrictions or requirements in their particular jurisdiction. Failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction. No action has been taken by the Company, SPARK or SP Angel that would permit possession or distribution of this document in any jurisdiction (including the United Kingdom) where action for that purpose is required.

This document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy securities to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Existing Ordinary Shares, Placing Shares and the Subscription Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or under the securities legislation of any state of the United States. The relevant clearances have not been, and will not be, obtained from any relevant authority in any jurisdiction. Subject to certain exceptions, the Placing Shares and Subscription Shares may not, directly or indirectly, be offered or sold within the United States or any other Excluded Territory or offered or sold to a person within the United States or any other Excluded Territory. Any failure to comply with these restrictions may constitute a violation of the securities law of any jurisdiction.

It is the responsibility of any person receiving a copy of this document outside the United Kingdom to satisfy himself or herself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any government or other consents which may be required or observing any other formalities required to be observed in such territory and paying any other issue, transfer or other taxes due in such other territory.

The contents of this document should not be construed as legal, business, financial or tax advice. Each Shareholder should consult his, her or its own legal adviser or tax adviser for legal, business, financial or tax advice.

Cautionary note regarding forward-looking statements

This document contains statements about Immedia Group Plc that are or may be deemed to be “forward-looking statements”.

All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “should”, “anticipates”, “estimates”, “projects”, or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements include, without limitation, statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects and (ii) business and management strategies and the expansion and growth of the operations of Immedia Group Plc. These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the City Code, and/or the Financial Services and Markets Act 2000 (as amended)), Immedia Group Plc does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to Immedia Group Plc or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors of Immedia Group Plc at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the General Meeting	20 August 2020
Date of publication of this document	20 August 2020
Date of posting of this document	20 August 2020
Last date and time for receipt of Forms of Proxy	10.00 a.m. 10 September 2020
General Meeting	10.00 a.m. 14 September 2020
Admission to trading and commencement of dealings in Placing Shares and Subscription Shares on AIM (on or around)	8.00 a.m. 15 September 2020
CREST accounts credited with Placing Shares and Subscription Shares in uncertificated form (on or around)	15 September 2020
Despatch of share certificates for Placing Shares and Subscription Shares, in certificated form, by no later than	25 September 2020

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 a Regulatory Information Service announcement. All events listed in the above timetable following the General Meeting are conditional on the passing of the resolutions at the General Meeting.

References to time in this document and the Notice of General Meeting are to UK times.

Proposed format of the General Meeting

At the time of publication of this Document there is the risk associated with holding a physical general meeting given social distancing requirements and the various other provisions that follow from Covid-19. The Company is monitoring the announcements by Department of Business, Energy and Industrial Strategy, Financial Conduct Authority and the Financial Reporting Council and others on such issues and are following their advice when taking decisions on holding physical meetings. The current situation following the enactment of the Corporate Insolvency and Governance Act 2020 supports the previous guidance and this, together with the continuing risk of localised restrictions means that the Company has taken the decision that a conventional general meeting is not practical. The alternative arrangements for the General Meeting, including voting, are set out in the Notice of General Meeting in pages 15 to 19.

KEY STATISTICS

Existing Ordinary Shares in issue as at the date of the Document	14,556,844
Par value of Existing Ordinary Shares	10 pence
New Ordinary Shares to be issued as part of the Placing	8,000,000
New Ordinary Shares to be issued as part of the Subscription	3,000,000
Enlarged Share Capital following the Placing and Subscription	25,556,844
Placing Shares and Subscription Shares as a percentage of the Enlarged Share Capital	43.04 per cent.
Issue Price of the Placing Shares and Subscription Shares	10 pence
Gross proceeds of the Placing and Subscription	£1.1 million

Notes:

The figures assume that no options are exercised prior to Admission.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Act”	the Companies Act 2006;
“Admission”	the admission of the Placing Shares and the Subscription Shares to trading on AIM, which is expected to take place on or around 15 September 2020, if the Resolutions are passed at the General Meeting;
“AIM”	the AIM Market, a market operated by the London Stock Exchange;
“AIM Rules”	together, the rules published by the London Stock Exchange governing the admission to, and the operation of, AIM, consisting of the AIM Rules for Companies (including the guidance notes thereto) and the AIM Rules for Nominated Advisers, published by the London Stock Exchange from time-to-time;
“Articles”	the articles of association of the Company (as amended from time to time);
“Board” or “Directors”	the board of directors of the Company, as at the date of this document, whose names are set out on page 9 of this document;
“Circular” or “this Document”	this document, including the Notice at the end of this document and the Form of Proxy;
“City Code”	City Code on Takeovers and Mergers;
“Company” or “Immedia”	Immedia Group Plc, a company incorporated and registered in England & Wales under the Companies Act 1985, with registered number 04947859;
“CREST”	the relevant system for paperless settlement of share transfers and the holding of shares in uncertificated form, which is administered by Euroclear UK & Ireland Limited;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001/3755), as amended from time to time;
“Enlarged Share Capital”	the 25,556,844 New Ordinary Shares in issue following the Placing and Subscription;
“Excluded Territory”	any jurisdiction in which any offer or solicitation of the Placing Shares or Subscription Shares is unlawful or would require further action on behalf of the Company;
“Existing Ordinary Shares”	the 14,556,844 ordinary shares of 10 pence each in issue at the date of this document;
“FCA”	the Financial Conduct Authority;

“Form of Proxy”	the form of proxy for use by the Shareholders in connection with the General Meeting
“General Meeting” or “GM”	the General Meeting of the Shareholders of the Company to be held at 10.00 a.m. on 14 September 2020 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD;
“Group”	the Company together with its subsidiaries, both directly and indirectly owned;
“Independent Directors”	Tim Hipperson, Ross Penney and Simon Leathers;
“Issue Price”	10 pence per Placing Share and Subscription Share;
“London Stock Exchange”	London Stock Exchange plc;
“New Ordinary Shares”	the new Ordinary Shares issued pursuant to the Placing and Subscription;
“Notice”	the notice of the General Meeting, which is set out on pages 15-19 of this document;
“Ordinary Shares”	ordinary shares in the capital of the Company having a nominal value of 10 pence each;
“Placee”	a subscriber for Placing Shares under the Placing;
“Placing”	the conditional placing of the Placing Shares by SP Angel with certain institutional and other investors at the Issue Price;
“Placing Shares”	the 8,000,000 New Ordinary Shares to be issued pursuant to the Placing;
“Proposals”	the Placing and Subscription;
“Prospectus Rules”	the prospectus rules as set out in the FCA handbook;
“Registrars”	Share Registrars Limited;
“Resolutions”	the resolutions to approve the Proposals, which are set out in the Notice at the end of this document;
“Shareholder(s)”	holder(s) of the Ordinary Shares;
“SP Angel”	SP Angel Corporate Finance LLP, the Company’s broker;
“SPARK”	SPARK Advisory Partners Limited, the Company’s Nominated Adviser;
“Subscription”	the conditional subscription of 3,000,000 Subscription Shares by Mr Mark Horrocks (and his related family interests) at the Issue Price;

“Subscription Shares”	the 3,000,000 New Ordinary Shares to be issued pursuant to the Subscription;
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland; and
“Uncertificated” or “in Uncertificated Form”	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which by virtue of the CREST Regulations, may be transferred by means of CREST.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Tim Hipperson - Chairman Ross Penney - Chief Executive Officer Mark Horrocks - Non-Executive Director Simon Leathers - Non-Executive Director
Company Secretary	Ross Penney
Registered Office	7-9 The Broadway Newbury Berkshire RG14 1AS
Nominated Adviser	SPARK Advisory Partners Limited 5 St John's Lane London EC1M 4BH
Broker	SP Angel Corporate Finance LLP Prince Frederick House 4th Floor 35-39 Maddox Street London W1S 2PP
Solicitors	Charles Russell Speechlys LLP 5 Fleet Place London EC4M 7RD
Registrar	Share Registrars Limited The Courtyard 17 West Street Farnham Surrey GU9 7DR
Website	www.immediapl.com

PART I

**LETTER FROM THE CHAIRMAN
IMMEDIA GROUP PLC**

(incorporated in England and Wales under the Companies Act 1985 with registered number 04947859)

Directors:

Tim Hipperson – Chairman
Ross Penney – Chief Executive Officer
Mark Horrocks – Non-Executive Director
Simon Leathers – Non-Executive Director

Registered Office:

7-9, The Broadway
Newbury
Berkshire
RG14 1AS

20 August 2020

To the Shareholders and, for information only, to holders of options

Dear Shareholder,

**PLACING AND SUBSCRIPTION OF 11,000,000 ORDINARY SHARES AT A PRICE OF 10 PENCE PER SHARE TO
RAISE £1.1 MILLION
NOTICE OF GENERAL MEETING**

1. Introduction

I am writing to give you details of the resolutions to be proposed at the Company's General Meeting which is to be held at 10.00 a.m. on 14 September 2020 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD. The Resolutions are set out in the Notice of General Meeting on pages 15-19 of this document. Please note important information regarding physical attendance at the meeting set out at paragraph 8 below.

The Company announced on 20 August 2020 a conditional placing and subscription with certain investors, to raise £1.1 million before expenses through the issue of 11,000,000 New Ordinary Shares at the Issue Price.

The purpose of this document is to provide you with details of the Placing and Subscription, to explain the background to and the reasons for the Placing and Subscription and why the Directors recommend that Shareholders vote at the General Meeting in favour of Resolutions 1 and 2, and the Independent Directors recommend that Shareholders vote in favour of Resolution 3 and 4.

The Placing and Subscription are conditional, *inter alia*, on the passing of the Resolutions by Shareholders at the General Meeting, notice of which is set out at the end of this Document. If the Resolutions are passed, admission of the Placing Shares and Subscription Shares to trading on AIM is expected to occur on or about 8.00 a.m. on 15 September 2020.

2. Background to and reasons for the Placing and Subscription

In our trading statement released on 18 June 2020, we indicated that the Board was considering raising extra funding from a variety of sources. This is in the context of the severely challenging Covid-19 pandemic, which has materially affected the Group's business, both in its retail sector concentration and the project based Aberdeen division which has seen booked work cancelled or delayed.

The pandemic has halted the encouraging start to 2020 to which we referred in our Covid-19 trading statement released on 6 April 2020. In the light of the ongoing uncertainty around the 2020 outturn because of Covid-19 the Directors now consider it prudent to introduce new capital into the Group.

The Directors have been working vigorously in pursuit of the Group's long-term strategic goal of delivering enhanced value to stakeholders. For this reason we signed non-binding heads of terms for a potential acquisition in the second half of 2019. This process ultimately turned out to be unsuccessful.

The funds raised through the Placing and Subscription will, in part, be used to pay some transaction costs arising from this aborted acquisition. In addition, funds will be used to repay some short-term loan finance, leaving the Group with zero debt (other than finance leases).

The majority of funds raised will be used as general working capital to support Group trading in what is an unprecedented time for the global business community.

The Group has taken decisive action in recent months to reorganise its structures and processes in order to deliver greater pace and efficiency. In addition we have revamped the external presentation of our business to better define product and service offerings in target retail, energy, sport and education sectors. We have rebranded as AVC Immedia, clearly operating as a single business across a number of different locations. Our new strapline – Audio Visual Communication for Brands - both refers to the AVC part of the new trading name and represents a concise summary of the Group's service offering.

The rest of the year and into 2021 will be focused on delivering top line growth in the business through a number of initiatives including targeted cross selling amongst our numerous blue chip clients.

Much has changed internally and externally but our focus on long term client satisfaction will always remain. We will seek to bolster our service offering and add strategic value with compatible acquisitions where appropriate.

3. Details of the Placing and Subscription

3.1 Placing and Subscription

Under the Placing 8,000,000 Placing Shares have been placed with investors at £0.10 per Placing Share. Pursuant to the Subscription, Mark Horrocks (and his related family interests) have agreed to subscribe for 3,000,000 Subscription Shares at £0.10 per Subscription Share. The Issue Price represents a discount of approximately 31.0% to the mid-market closing price of £0.145 per share on 19 August 2020, the latest practicable date prior to this announcement.

Mark Horrocks (and his related family interests) are currently interested in 4,121,638 Ordinary Shares, representing 28.31 per cent. of the Existing Ordinary Shares. The reason for splitting the fundraise between the Placing and the Subscription is that Mark Horrocks (and his related family interests) intend to support the Proposal in proportion to their current total shareholding. However, if the Placing was not approved, but the Subscription proceeded, Mark Horrocks (and his family interests) would become interested in more than 30 per cent. of the Company's issued share capital and would be obliged to make a mandatory cash offer for the Ordinary Shares in Immedia under Rule 9 of the City Code, which is not their intention. For this reason, the Resolutions proposed at the General Meeting are inter-conditional such that if the Resolutions in relation to the Placing are not passed then the Subscription will not proceed.

Assuming all resolutions are passed at the General Meeting and Admission occurs, Mark Horrocks (and his related family interests) would hold 7,121,638 Ordinary Shares representing 27.87 per cent. of the Enlarged Share Capital following the Placing and Subscription.

Application will be made to the London Stock Exchange for the Placing Shares and Subscription Shares to be admitted to trading on AIM, subject to approval of the Resolutions. It is expected that Admission will become effective and that dealings in the Placing Shares and Subscription Shares, will commence on AIM at 8.00 a.m. on or around 15 September 2020.

Assuming no options are exercised prior to Admission and no other issues of Ordinary Shares take place, the Placing Shares and Subscription Shares will represent approximately 43.04 per cent. of the ordinary share capital of the Company in issue immediately following Admission.

3.2 General

All Placing Shares and Subscription Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared on or after the date on which they are issued.

For details as to the expected date and times by which certain events (e.g. Admission, the crediting of CREST accounts and the dispatch of share certificates) are expected to happen in relation to the Placing Shares and Subscription Shares, please refer to the information on page 4 (*Expected Timetable of Principal Events*) of this document.

4. Related Party Transactions

Mark Horrocks (and his related family interests) have agreed to subscribe for the 3,000,000 Subscription Shares. The Subscription, which is conditional on the passing of the Resolutions and Admission, constitutes a related party transaction under Rule 13 of the AIM Rules for Companies. In addition, the Company has entered into a fundraising agreement with Intrinsic Capital LLP, where Mark Horrocks is a Partner, to pay Intrinsic Capital LLP a commission of 2.5 per cent. of the value of the funds raised under the Placing and Subscription. The Independent Directors consider, having consulted with SPARK, the Company's Nominated Adviser, that the terms of Subscription and the fundraising agreement are fair and reasonable insofar as the Company's Shareholders are concerned.

5. Taxation

Any person who is in any doubt as to his tax position or who is subject to tax in a jurisdiction other than the United Kingdom is strongly recommended to consult his professional tax adviser immediately.

6. Use of Proceeds

The Company is raising funds to enable the Board to repay some short-term loan finance, pay abortive transaction costs and with the majority of the money being utilised to fund the Company's general working capital requirements.

7. Resolutions

The Company currently has insufficient authority to dis-apply statutory pre-emption rights and therefore the Company is seeking Shareholder approval to give the Directors the authority to allot the Placing Shares and Subscription Shares and to dis-apply statutory pre-emption rights in respect thereof. In addition, the Company is seeking Shareholder approval to provide the Directors with authority to issue further new Ordinary Shares following the issue of the Placing Shares and Subscription Shares. The Directors currently have no intention of issuing any such further Ordinary Shares.

The Resolutions to be put to Shareholders at the General Meeting are as follows:

Resolution 1 provides authority to the Board, pursuant to section 551 of the Companies Act 2006, to allot the Placing Shares and to issue an additional 8,518,948 Ordinary Shares, representing one-third of the Enlarged Share Capital (with such additional authority to expire on the date of the Company's Annual General Meeting to be held in 2021)

Resolution 2 disapplies pre-emption rights in relation to the issue of the Placing Shares and to issue an additional 5,111,369 Ordinary Shares under the authority granted by Resolution 1, representing 20 per cent. of the Enlarged Share Capital, such that such shares can be offered other than *pro rata* to existing Shareholders (with such additional authority to expire on the date of the Company's Annual General Meeting to be held in 2021).

Resolution 3 provides authority to the Board, pursuant to section 551 of the Companies Act 2006, to allot the Subscription Shares.

Resolution 4 disapplies pre-emption rights in relation to the issue of the Subscription Shares under the authority granted by Resolution 3 such that such shares can be offered other than *pro rata* to existing Shareholders.

In the event that Resolutions 1 and 2 are not passed, the Placing will not proceed.

In the event that Resolutions 3 and 4 are not passed, the Subscription will not proceed.

The Placing and Subscription are inter-conditional and if the Resolutions in relation to the Placing are not passed the Subscription will not proceed, for the reasons given in Paragraph 3.1 above.

The new authorities are being sought predominately to allow the Company to complete the Placing and Subscription and to enable the Board to take advantage of future business opportunities as they arise.

Further information regarding the General Meeting is set out in paragraphs 8 to 10 below.

The Directors, and the Independent Directors where appropriate, believe the Placing and Subscription to be the most appropriate way to provide the capital necessary to meet the Company's future requirements. Should the Placing and Subscription not proceed for any reason, the Company would need to find alternative funding to fund its working capital requirements. All Directors therefore recommend that Shareholders vote in favour of the Resolutions 1 and 2 set out in the Notice relating to the Placing and the Independent Directors recommend that Shareholders vote in favour of the Resolutions 3 and 4 set out in the Notice relating to the Subscription.

8. General Meeting

A notice convening the General Meeting to be held at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD, at 10.00 a.m. on 14 September 2020 is set out at the end of this document.

Whilst Shareholder participation at general meetings is important to the Company, the Board fully supports the current UK Government requirements for people to avoid large gatherings and non-essential social contact. The Board takes its responsibility to safeguard the health of its shareholders, stakeholders and employees very seriously and so the following measures will be put in place for the General Meeting in response to the COVID-19 pandemic:

- **The Board has concluded that shareholders their proxies and corporate representatives SHOULD NOT ATTEND THE GENERAL MEETING IN PERSON. No such persons will be permitted entry to either the meeting or to the building in which it is to be held.**
- **Shareholders wishing to vote on any of the resolutions are urged to do so by appointing a proxy (who should be the Chairman of the Meeting) to vote on your behalf. You can appoint a proxy by;**
 - **returning the completed form to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR or by email to voting@shareregistrars.uk.com; or**
 - **submitting (if you are a CREST member) a proxy appointment electronically, by using the CREST voting service**
- **Voting on all resolutions will be done on a poll**

Proxy appointments, whether submitted electronically or by post, must be received by no later than 10.00 a.m. on 10 September 2020.

9. Action to be taken by Shareholders

You will find enclosed with this Document a Form of Proxy for use at the General Meeting. You are requested to complete and return the Form of Proxy to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, in accordance with the instructions printed thereon as soon as possible but, in any event, to be received no later than 10.00 a.m. on 10 September 2020. **Following current guidance on social distancing,**

the Company has concluded it will not be possible for shareholders to attend the General Meeting in person unless both the coronavirus (COVID-19) situation and the applicable guidance have changed by the date of the meeting. The Company will provide any status update on its website at www.immediapl.com, but Shareholders should assume that they will not be permitted entry to the building at which the General Meeting is to take place, or the General Meeting itself.

10. Recommendation

Mark Horrocks is subscribing in the Subscription so has not participated in the Board's consideration in relation to the Subscription and makes no recommendation in relation to Resolutions 3 and 4.

The Independent Directors consider that the Placing and Subscription will promote the success of the Company for the benefit of its members as a whole. Accordingly, the Independent Directors unanimously recommend Shareholders to vote in favour of all the Resolutions at the General Meeting, as Ross Penney intends to do in respect of his own beneficial holding of 443,388 Ordinary Shares representing approximately 3.05 per cent. of the Existing Ordinary Shares.

All the Directors unanimously recommend Shareholders to vote in favour of Resolutions 1 and 2.

Yours faithfully,

Tim Hipperson

Chairman

Notice of General Meeting
Immedia Group PLC (the “Company”)

(Registered and incorporated in England and Wales with company number 04947859)

NOTICE IS HEREBY GIVEN that a general meeting of the shareholders of the Company will be held at 10.00 a.m. on 14 September 2020 at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London EC4M 7RD for the purposes of considering and, if thought fit, passing the following resolutions (the “**Resolutions**”) which in the case of Resolutions 1 and 3 will be proposed as ordinary resolutions and in the case of Resolutions 2 and 4 will be proposed as special resolutions.

Ordinary Resolution

1. **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to: allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of:

1.1 £800,000 for the purposes of issuing the Placing Shares (as such term is defined and as described in the circular to shareholders dated 20 August 2020 (the “**Circular**”)); and

1.2 otherwise up to a maximum aggregate nominal amount of £851,894.80,

provided that the powers and authorities conferred by this Resolution shall expire at the conclusion of the Company’s annual general meeting to be held in the calendar year 2021 (unless previously revoked, varied or extended by the Company in general meeting) save that the Company may make offers or agreements before the expiry thereof which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

Special Resolution

2. **THAT** the Directors be and they are hereby empowered pursuant to sections 570 and 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorities conferred by Resolution 1 as if section 561(1) of the Act did not apply to any such allotments:

2.1 up to an aggregate nominal amount of £800,000 for the purposes of issuing the Placing Shares;

2.2 otherwise up to a maximum aggregate nominal amount of £511,136.88,

provided that the powers and authorities conferred by this Resolution shall expire at the conclusion of the Company’s annual general meeting to be held in the calendar year 2021 (unless previously revoked, varied or extended by the Company in general meeting) save that the Company may make offers or agreements before the expiry thereof which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

Ordinary Resolution

3. **THAT** subject to the passing of Resolutions 1 and 2 the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £300,000 for the purposes of issuing the Subscription Shares (as such term is defined and as described in the Circular), provided that the powers and authorities conferred by this Resolution shall expire at the conclusion of the Company’s annual general meeting to be held in the calendar year

2021 (unless previously revoked, varied or extended by the Company in general meeting) save that the Company may make offers or agreements before the expiry thereof which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

Special Resolution

4. THAT subject to the passing of Resolution 3, the Directors be and they are hereby empowered pursuant to sections 570 and 571 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 3 as if section 561(1) of the Act did not apply to any such allotments up to an aggregate nominal amount of £300,000 for the purposes of issuing the Subscription Shares, provided that the powers and authorities conferred by this Resolution shall expire at the conclusion of the Company's annual general meeting to be held in the calendar year 2021 (unless previously revoked, varied or extended by the Company in general meeting) save that the Company may make offers or agreements before the expiry thereof which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired.

Dated 20 August 2020

By order of the Board

Ross Penney

Company Secretary

Registered office:

7-9 The Broadway

Newbury, RG14 1AS

Notes to the Notice of General Meeting

The following notes explain your general rights as a shareholder and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf. Your attention is particularly drawn to notes 1, 2, 21 and 25 in the current circumstances of the Covid-19 Pandemic.

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

In light of the Covid-19 pandemic situation, no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person.

2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.

Shareholders are urged to appoint the Chair of the meeting as his or her proxy as no shareholders, proxies or corporate representatives will be permitted to attend the Meeting in person.

3. You may appoint more than one proxy provided that 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. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company's registrars, Share Registrars Limited. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
4. If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting. 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.

Appointment of a proxy using the hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. To appoint a proxy using the proxy form, it must be
 - (a) completed and signed;
 - (b) sent or delivered to the Company's registrars, Share Registrars Limited; and
 - (c) received by the Company's registrars no later than 10.00 a.m. on 10 September 2020.
7. 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.
8. 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.
9. The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001/3755), specifies that only those ordinary shareholders registered in the register of members of the Company by close of business on 10 September 2020 or, if the meeting is adjourned, in the register of members at 10.00 a.m. on the day (not including non-working days) two days before the date of any adjourned meeting will be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) by using 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.
11. In order for a proxy appointment 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 & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: 7RA36) by **10.00 a.m. on 10 September 2020**. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 is 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. 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 (SI 2001/3755).

Appointment of proxy by joint members

14. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

15. To change your proxy instructions simply submit a new proxy appointment using the methods set out in paragraphs 6 or 11 above. Note that the cut off time for receipt of proxy appointments specified in those paragraphs also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
16. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrar as indicated in paragraph 3 above.
17. 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.

Termination of proxy appointments

18. 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 Company's registrar. 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.
19. The revocation notice must be received by the Company no later than 10.00 a.m. on 10 September 2020.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 21 below, your proxy appointment will remain valid.
21. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

However, it should not be noted however that it is currently expected that no shareholders, proxies or corporate representatives will be permitted to attend the Meeting.

Corporate representatives

22. 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 powers over the same share.

Issued shares and total voting rights

23. As at 6.00 p.m. on 19 August 2020 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 14,556,844 ordinary shares of 10 pence each. 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 6.00 p.m. on 19 August 2020 is 14,556,844. The Company holds no shares in treasury.

Communication

24. You may not use any electronic address provided either in this notice of meeting or any related documents (including the document within which this notice of meeting is incorporated and the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Important Information on Format of the Meeting

25. At the date of the Notice of Meeting, due to the restrictions imposed by Government guidance to address the COVID-19 outbreak and to protect the health and well-being of shareholders, the Company's Directors, employees and advisers, the Directors have reluctantly decided that the Meeting cannot follow the usual format. The recently enacted Corporate Insolvency and Governance Act 2020 provides certainty on how general meetings may be held prior to 30 September 2020. In light of this legislation and of the social distancing measures and Government restrictions on public gatherings, the Meeting will be held with only the minimum number of shareholders present as required to form a quorum under the Company's Articles of Association and only to conduct the formal business of the meeting (facilitated by the Company). To ensure everyone's safety no other shareholders or proxies or corporate representatives will be permitted entry to the Meeting.

Shareholder participation is important to the Directors and all shareholders are encouraged to vote ahead of the Meeting by appointing a proxy to vote on the resolutions set out in the Notice of Meeting as soon as possible and in any event by 10.00 a.m. on 10 September 2020. Shareholders are strongly encouraged to appoint the Chairman of the Meeting as their proxy in order that the Chairman can vote according to the shareholder's wishes at the Meeting to ensure their votes on the resolutions are counted. Other named proxies will not be allowed to attend the Meeting and therefore votes of such proxies will not be counted at the Meeting. Shareholders can vote ahead of the Meeting by completing and returning a Proxy Form.

All resolutions for consideration at the Meeting will be voted on a poll, rather than a show of hands, and all valid proxy votes cast will count towards the poll votes. The results will be announced via a regulatory announcement and will be posted on the Company's website as soon as practicable after the Meeting.

