

# Notice of Annual General Meeting

## Immedia Group Plc (“the Company”)

(Registered in England and Wales under number 04947859)

NOTICE is hereby given that the Annual General Meeting of the Company for the financial year ended 31 December 2019 will be held at 10 am on 29 October 2019 for the purpose of considering and, if thought fit, passing the following resolutions which in respect of resolutions numbered 1 to 6 (inclusive) will be proposed as ordinary resolutions and which in respect of resolutions numbered 7 to 9 will be proposed as special resolutions.

### ORDINARY BUSINESS:

#### Ordinary Resolutions

- 1 To receive and adopt the Company’s annual accounts for the year ended 31 December 2019 together with the last Directors’ report and auditor’s report.
- 2 To receive and approve the Directors’ remuneration report for the year ended 31 December 2019.
- 3 To re-elect Tim Hipperson as a director of the Company, who retires by rotation.
- 4 To re-elect Simon Leathers as a director of the Company, who retires by rotation.
- 5 To re-appoint the auditors, Nexia Smith & Williamson.
- 6 To authorise the Directors to fix the remuneration of the auditors.

### SPECIAL BUSINESS:

#### Special Resolutions

That in substitution for the existing authorities of the Company, the Directors be and they are hereby given the authority and power contained in Article 5 of the Company’s Articles of Association for the period ending on the date of the Annual General Meeting in 2021 or the date which is 15 months after the date of the passing of the Resolution, whichever is the earlier and for such period:

- 7 the Section 551 (CA 2006) Amount shall be £851,895; and
- 8 the Section 570 (CA 2006) Amount shall be £511,137;
- 9 that subject to the passing of resolutions 7 and 8 the Article 5.5.3 (relating to the Section 551 Amount) and Article 5.5.4 (relating to the Section 570 Amount) be amended to reflect the amounts given in these resolutions and that all reference to previous authorities be removed.

By Order of the Board

**Ross Penney**  
Company Secretary

29 September 2020

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 and 2 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 5.00 p.m. on 27 October 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 27 October 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.



Registered in England and Wales under number 04947859)

**Form of Proxy**

for use at the 2020 Annual General Meeting

I/We .....  
(block capitals please)

of .....

being a member/members of the Company hereby appoint (see Notes 1, 2 and 3 overleaf)

.....

	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
	Ordinary Resolutions			
<b>1</b>	To receive and adopt the Company's Annual Accounts for the year ended 31 December 2019			
<b>2</b>	To receive and approve the Directors' remuneration report for year ended 31 December 2019			
<b>3</b>	To re-elect Tim Hipperson as a director			
<b>4</b>	To re-elect Simon Leathers as a director			
<b>5</b>	To re-appoint the auditors, Nexia Smith & Williamson			
<b>6</b>	To authorise the directors to fix the remuneration of the auditors			
	Special Resolutions			
<b>7</b>	That the Section 551 (CA 2006) Amount shall be £851,895; and			
<b>8</b>	The Section 570 (CA 2006) Amount shall be £511,137			
<b>9</b>	Subject to passing of resolutions 7 & 8 to update the Articles			

whom failing the Chairman of the Meeting to be my/our proxy and to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10 a.m. on 29 October 2020 and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the Resolutions set out in the Notice of Meeting (see Note 4 overleaf):

Dated .....

Signed or sealed (see Notes 5, 6 and 7 overleaf) .....

## Notes

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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
3. To appoint a proxy using this form, the form must be:
  - completed and signed;
  - sent or delivered to the Company at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, by scan and email to [voting@shareregistrars.uk.com](mailto:voting@shareregistrars.uk.com) or by fax to 01252 719232; and
  - received by the Company no later than 5:00pm on 27 October 2020.

In the case of a member which is a company, this 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.

4. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
5. 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).
6. 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.
7. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.