

08684079

## EVERYMAN MEDIA GROUP PLC

(Incorporated and registered in England and Wales with No: 08684079)

### Resolutions Passed at Annual General Meeting

The following resolutions of EVERYMAN MEDIA GROUP PLC (the "Company") were passed at the annual general meeting of the Company held on 3 May 2018. Resolution 1 was passed as an ordinary resolution and resolution 2 was passed as a special resolution.

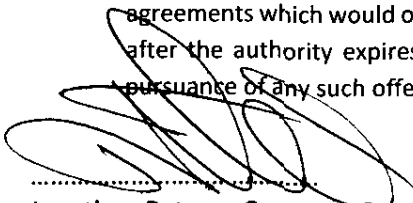
#### Ordinary Resolution

1. 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 £2,334,236.77 (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, 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.

#### Special Resolution

2. That, subject to the passing of resolution 1, 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 s561 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 £700,271.03.

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.

  
Jonathan Peters - Company Secretary  
3 May 2018

WEDNESDAY



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09/05/2018  
COMPANIES HOUSE