

2020 AGM Proxy Report

The following table shows the position with proxies validly submitted in relation to the resolutions considered at the Annual General Meeting of the Company held on 17 January 2020. The votes for and against below are expressed as a percentage of votes represented by the total of the proxies received.

As at the close of business on 16 January 2020, The Character Group plc's issued capital consisted of 23,608,501 ordinary shares of 5p each. The Company holds 2,228,720 ordinary shares in Treasury. Therefore, the total number of voting rights in The Character Group plc as at 17 January 2020 was 21,379,781.

Resolution	Votes For (Note 1)	%	Votes Against	%	% of TVR voted	Votes withheld (Note 2)
1. To receive and adopt the directors' report and the accounts of the company for the year ended 31 August 2019	8,549,559	99.02%	84,321	0.97%	40.51%	355
2. to declare a final dividend of 13p per share	8,634,235	100%	0	0%	40.51%	0
3. to re-elect R King as a director	7,140,880	82.74%	1,244,909	14.37%	40.52%	250,282
4. to re-elect D Harris as a director	7,140,757	82.74%	1,245,032	14.37%	40.52%	250,282
5. to re-elect C Crouch as a director	8,082,463	93.61%	553,326	6.39%	40.52%	282
6. to re-appoint MacIntyre Hudson LLP as auditors of the company and to authorise the directors to determined their remuneration	8,633,598	99.99%	123	0%	40.51%	514
7. to give the directors authority to allot shares	8,624,805	99.78%	6,339	0.07%	40.51%	12,433
8. to authorise the Company to buy its own shares	8,627,418	99.81%	6,585	0.08%	40.51%	9,574
9. to disapply pre-emption rights	7,683,513	88.90%	696,681	8.04%	40.52%	265,219

Notes

- the "For" votes includes those proxies giving the Chairman discretion;
- a vote "Withheld" is not a vote in law and is not counted in the calculation of the votes "For" or "Against" a resolution.

Given this proxy analysis and the fact that a poll conducted on any of the resolutions would have resulted such resolution(s) being passed, the meeting agreed to conduct voting on the basis only of a show of hands.