

2021 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 22 January 2021. 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 21 January 2021, 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 22 January 2021 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 2021	11,628,143	99.48%	61,243	0.52%	54.39%	242
2. to declare a final dividend of 13p per share	11,689,628	100%	0	0%	54.68%	0
3. to re-elect R King as a director	8,587,619	73.68%	3,067,509	26.32%	54.68%	34,500
4. to re-elect D Harris as a director	8,587,119	73.68%	3,067,509	26.32%	54.68%	35,000
5. to re-elect C Crouch as a director	10,819,190	92.83%	835,938	7.17%	54.68%	34,500
6. to re-appoint MacIntyre Hudson LLP as auditors of the company and to authorise the directors to determined their remuneration	11,689,386	100%	0	0%	54.68%	242
7. to give the directors authority to allot shares	11,674,376	99.87%	15,010	0.13%	54.68%	242
8. to authorise the Company to buy its own shares	11,677,432	99.90%	11,954	0.10%	54.68%	242
9. to disapply pre-emption rights	11,667,516	99.81%	21,870	0.19%	54.68%	242
10. to amend the Articles of Association	11,685,796	99.99%	1,590	0.01%		2,242

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.