

2024 AGM Polling Report

The following table shows the position with votes cast in relation to the resolutions considered at the Annual General Meeting of the Company held on 19 January 2024. All votes were conducted on the basis of a poll. The votes for and against below are expressed as a percentage of votes represented by the total of the proxies received. The total number of shares cast on the resolutions totaled approximately 54.56% of the total voting rights in the Company.

As at the close of business on 18 January 2024, The Character Group plc's issued capital consisted of 21,465,929 ordinary shares of 5p each. The Company holds 2,100,159 ordinary shares in Treasury. Therefore, the total number of voting rights in The Character Group plc as at 19 January 2024 was 19,365,770.

Resolution	Votes For (Note 1)	%	Votes Against	%
1. To receive and adopt the directors' report and the accounts of the company for the year ended 31 August 2023	10,565,889	99.996%	471	0.004 %
2. to declare a final dividend of 11p per share	10,566,153	99.996 %	471	0.004 %
3. to re-elect Mrs C Warren as a director	10,193,623	96.470 %	373,001	3.530 %
4. to re-elect C Crouch as a director	10,116,960	95.744 %	449,664	4.256 %
5. to re-elect J Shearman as a director	10,556,960	99.909 %	9,664	0.091 %
6. to re-elect M Hyde as a director	9,219,990	87.256 %	1,346,634	12.744 %
7. to re-appoint Lubbock Fine LLP as auditors of the company and to authorise the directors to determined their remuneration	10,565,624	99.993 %	736	0.007 %
8. to give the directors authority to allot shares	10,564,475	99.982 %	1,885	0.018 %
9. to authorise the Company to buy its own shares	10,560,353	99.941 %	6,271	0.059 %
10. to disapply pre-emption rights	10,544,465	99.803 %	20,795	0.197 %

Notes

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