

NOTICE OF AVAILABILITY

The Circular letter to Shareholders dated • December 2020, incorporating the Notice of Annual General Meeting ("AGM") to which this Proxy Form relates, and the Report and Accounts are available on the Company's website at www.thecharacter.com

NOTES TO THE FORM OF PROXY

- Shareholders should note that, in light of the Covid-19 situation, it is not expected to be possible for shareholders to attend the AGM in person. We recommend that all shareholders vote on the resolutions in advance of the AGM by submitting a form of proxy in accordance with the instructions in these Notes.
- Voting on the resolutions will be by way of a poll rather than a show of hands. A poll ensures that the votes of the shareholders, who are unable to attend the AGM, but who have appointed proxies that are in attendance, are taken into account in the final voting results.
- You may if you wish delete the words "Chairman of the Meeting" and insert the name of the proxy or proxies of your choice in the space provided. Please initial such alteration. However, the board of directors strongly recommend that you appoint the chairman of the AGM as your proxy, as other independent proxies will not be permitted to attend the meeting.
- A member may only appoint more than one proxy if each proxy is appointed to exercise the voting rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to the same shares.
- If no indication is given as to how you wish your proxy/ies to vote, your proxy/ies will vote or abstain as he/she/they think(s) fit. On any other business arising at the meeting (including any motion to adjourn the meeting) the proxy/ies will act at his/her/their discretion.
- In the case of joint holders, the signature of any one of them will be accepted but the signature of the senior of the joint holders shall be accepted to the exclusion of the others, seniority being determined by the order in which the names appear in the register of members of the Company
- In the case of a corporation, this form of proxy should be executed under its common seal or under the hand of an officer, attorney or other person duly authorised on its behalf.
- Forms of proxy signed by other than the registered holder will not be valid unless accompanied by the power of attorney (if any) or other authority under which it is signed or a notarially certified copy thereof.
- To be effective, hard copy forms of proxy must be lodged with Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD or scanned copies to info@nevilleregistrars.co.uk not less than 48 hours before the time appointed for the meeting. Completion of this form of proxy will not prevent the holder from attending and voting at the meeting in person should he so wish. As explained in the notes to the Circular letter to Shareholders dated • 2020 (incorporating the notice of AGM), shareholders are requested not to attend the AGM and are strongly encouraged to lodge their forms of proxy.
- As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, a member must be entered on the Company's register of members at 6:00 p.m. on 20 January 2021 in order to be entitled to attend, speak and/or vote at the meeting in respect of the number of shares registered in his/her name at such time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend speak and/or vote at the meeting.
- Members holding shares in uncertificated form (i.e in CREST) may effect a proxy appointment or instruction through the CREST service and applicable procedures, as set out in the CREST Manual.
- As an alternative to completing this hard copy Form of Proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars Limited at www.sharegateway.co.uk using your personal proxy registration code (Activity Code) shown below. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited not less than 48 hours before the time appointed for the meeting.

In view of the ongoing government restrictions in response to COVID-19 (including social distancing), the Company will be conducting the AGM this year as a closed meeting. The minimum necessary quorum for a valid general meeting of the Company is two shareholders present in person or by proxy and two of the directors will be present to provide that quorum. Regretfully, anyone seeking to attend in person will be refused entry and shareholders are, accordingly, discouraged from attempting personal attendance. Shareholders are strongly advised to appoint the Chairman of the meeting as their proxy

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

The Character Group plc

(Registered in England and Wales under the Companies Act 1985 No. 3033333)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 22 January 2021 at 2nd Floor, Sycamore House, 86-88 Coombe Road, New Malden, Surrey, KT3 4QS at 11:00 a.m. and at any adjournment thereof.

Ordinary Business - Ordinary Resolutions

- | | FOR | AGAINST | WITHHELD |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Accounts for year ended 31 August 2020 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Subject to resolution 1 being passed, declaration of final dividend | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Mr. R. King as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-election of Mr. D. Harris as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Re-election of Mr. C. Crouch as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Reappointment of MHA MacIntyre Hudson as auditors to the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Business - Resolutions

- († Ordinary Resolutions *Special Resolutions)
- | | FOR | AGAINST | WITHHELD |
|---|--------------------------|--------------------------|--------------------------|
| 7† Authority to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8† Authority to purchase own shares in the market | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9* Disapplication of pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10* To approve the amended Articles of Association of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Your personal proxy registration code is: ABCD-123-EFG

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD

 -

MM

 -

YY



>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD