

2022 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 21 January 2022. 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 20 January 2022, The Character Group plc's issued capital consisted of 23,608,501 ordinary shares of 5p each. The Company holds 2,182,777 ordinary shares in Treasury. Therefore, the total number of voting rights in The Character Group plc as at 21 January 2022 was 21,425,724.

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	10,295,625	94.7%	573,552	5.3%	50.7%	987,015
2. to declare a final dividend of 9p per share	11,855,892	100%	0	0%	55.3%	300
3. to re-elect R King as a director	10,251,168	86.5%	1,604,724	13.5%	55.3%	300
4. to re-elect D Harris as a director	10,181,322	98.7%	133,948	1.3%	48.1%	1,540,922
5. to re-elect C Crouch as a director	10,315,025	87.0%	1,540,867	13.0%	55.3%	300
6. to re-appoint Mrs C Warren as a director	11,855,597	100%	295	0%	55.3%	300
7. to re-appoint MacIntyre Hudson LLP as auditors of the company and to authorise the directors to determined their remuneration	11,855,496	100%	151	0%	55.3%	545
8. to give the directors authority to allot shares	11,848,622	99.9%	6,325	0.1%	55.3%	1,245
9. to authorise the Company to buy its own shares	11,851,663	100%	3,984	0%	55.3%	545
10. to disapply pre-emption rights	11,439,838	99.9%	8,984	0.1%	53.4%	407,370

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.