

2023 AGM Polling 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 20 January 2023. 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 19 January 2023, 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 20 January 2023 was 19,365,770.

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 2022	11,350,029	100%	0	0%	58.6%	0
2. to declare a final dividend of 10p per share	11,350,029	100%	0	0%	58.6%	0
3. to re-elect R King as a director	9,424,773	95.4%	456,093	4.6%	51.0%	1,469,163
4. to re-elect C Crouch as a director	10,897,439	96.0%	452,590	4.0%	58.6%	0
5. to re-appoint Mrs C Warren as a director	11,335,739	99.9%	14,290	0.1%	58.6%	0
6. to elect and re-appoint J Shearman as a director	11,334,590	99.9%	12,439	0.1%	58.6%	3,000
7. to re-elect C Crouch as a director M Hyde	9,392,776	83.0%	1,921,753	17.0%	58.4%	35,500
8. to re-appoint Lubbock Fine LLP as auditors of the company and to authorise the directors to determined their remuneration	11,285,199	94.4%	64,830	0.6%	58.6%	0
9. to give the directors authority to allot shares	11,332,926	99.9%	13,852	0.1%	58.6%	3,251
10. to authorise the Company to buy its own shares	11,348,978	100%	800	0%	58.6%	251
11. to disapply pre-emption rights	11,318,176	99.8%	28,602	0.2%	58.6%	3,251

Notes

1. the "For" votes includes 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.