

2025 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 17 January 2025. 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 16 January 2025, The Character Group plc's issued capital consisted of 20,627,250 ordinary shares of 5p each. The Company holds 1,983,059 ordinary shares in Treasury. Therefore, the total number of voting rights in The Character Group plc as at 16 January 2025 was 18,644,191.

Resolution	Votes For (Note 1)	%	Votes Against	%	Votes withheld (Note 2)	% of TVR voted
1. To receive and adopt the directors' report and the accounts of the company for the year ended 31 August 2024	10,285,236	100%	0	0	0	55.1%
2. to declare a final dividend of 11p per share	10,285,236	100%	0	0	0	55.1%
3. to re-appoint Mrs C Warren as a director	10,277,675	99.93%	7,561	0.07%	0	55.1%
4. to re-elect J. Shearman as a director	10,277,675	99.93%	7,561	0.07%	0	55.1%
5. to re-appoint Lubbock Fine LLP as auditors of the company and to authorise the directors to determined their remuneration	10,284,480	99.99%	151	0.0015%	605	55.1%
6. to give the directors authority to allot shares	10,258,255	99.74%	26,700	0.26%	281	55.1%
7. to authorise the Company to buy its own shares	10,284,955	100%	0	0	281	55.1%
8. to disapply pre-emption rights	5,618,159	98.7%	74,284	1.3%	4,592,793	30.5%

Total votes validly lodged for or cast at the AGM: 10,285,236.

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.