

2019 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 18 January 2019. 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 17 January 2019, The Character Group plc's issued capital consists of 23,735,815 ordinary shares of 5p each. The Company holds 2,576,106 ordinary shares in Treasury. Therefore, the total number of voting rights in the Company is 21,159,709.

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 2018	7,920,842	93.76%	526,829	6.24%	39.92%	0
2. to declare a final dividend of 12p per share	8,447,671	100%	0	0%	39.92%	0
3. to re-elect R King as a director	6,725,466	79.61%	1,722,205	20.39%	39.92%	0
4. to re-elect D Harris as a director	6,724,008	79.60%	1,723,663	20.40%	39.92%	0
5. to re-elect C Crouch as a director	7,252,295	85.85%	1,195,376	14.15%	39.92%	0
6. to re-appoint MacIntyre Hudson LLP as auditors of the company and to authorise the directors to determined their remuneration	8,447,448	100%	0	0%	39.92%	223
7. to give the directors authority to allot shares	8,437,937	99.97%	2,511	0.03%	39.86%	7,223
8. to authorise the Company to buy its own shares	8,437,077	99.90%	8,371	0.10%	39.92%	2,223
9. to disapply pre-emption rights	7,909,657	93.67%	534,250	6.33%	39.92%	3,764

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.

Given this proxy analysis and the fact that a poll conducted on any of the resolutions would have resulted such resolution(s) being passed, the meeting agreed to conduct voting on the basis only of a show of hands.