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IF YOU ARE IN DOUBT AS TO WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK YOUR OWN FINANCIAL ADVICE IMMEDIATELY FROM YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

COPIES OF THIS DOCUMENT ARE BEING SENT TO SHAREHOLDERS. IF YOU HAVE SOLD OR TRANSFERRED ALL OF YOUR ORDINARY SHARES IN THE COMPANY, PLEASE FORWARD THIS DOCUMENT TOGETHER WITH THE ACCOMPANYING ANNUAL REPORT AND FORM OF PROXY AS SOON AS POSSIBLE TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK MANAGER OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR DELIVERY TO THE PURCHASER OR TRANSFEREE. IF YOU HAVE SOLD OR TRANSFERRED PART ONLY OF YOUR HOLDING OF ORDINARY SHARES, YOU SHOULD RETAIN THIS DOCUMENT AND CONSULT THE STOCKBROKER, BANK MANAGER OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED.

NOTICE OF ANNUAL GENERAL MEETING 2025

CENTAUR MEDIA PLC

(Incorporated in England and Wales with registered number 4948078)

Registered shareholders may submit questions in writing to the Company by email to shareholder.questions@centaurmedia.com.

Notice of the Annual General Meeting of the Company to be held at 10 York Road, London SE1 7ND at 10.30am on Thursday 8 May 2025 is set out at the end of this document. A Form of Proxy for use at the Meeting is enclosed. Shareholders are requested to complete and return the Form of Proxy accompanying this document in accordance with the instructions set out therein to the Company's Registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible but in any event by no later than 10.30am on 6 May 2025.

CENTAUR MEDIA PLC

(the 'Company')

(Incorporated in England and Wales with registered number 4948078)

Directors:

Mr M Rowland (*Chair*)
Mr S Longfield (*Chief Financial Officer*)
Mr C W Eccleshare (*Senior Independent Director*)
Mrs C Hosey (*Non-Executive Director*)
Ms L-A Reed (*Non-Executive Director*)

Registered Office:

10 York Road
London
SE1 7ND

3 April 2025

To holders of ordinary shares of 10p each in the Company and, for information purposes only, to holders of deferred shares of 10p each in the Company.

Dear Shareholder,

This letter accompanies the Company's annual report for the year ended 31 December 2024 (the '2024 Annual Report') and gives details of the business to be transacted at the 2025 Annual General Meeting of the Company.

Registered shareholders may submit questions in writing to the Company by email to shareholder.questions@centaurmedia.com.

We will consider all questions received and, if appropriate, provide a written response.

Annual General Meeting

Notice of the Annual General Meeting is given on pages 6 and 7 of this document.

Resolution 1 – Adoption of the Company's annual report and financial statements for the year ended 31 December 2024 (ordinary resolution)

Company law requires the Directors to present the Company's annual report and financial statements for the year ended 31 December 2024 to shareholders for formal adoption. These are included in the 2024 Annual Report.

Resolution 2 – Approval of the Directors' Remuneration Report (ordinary resolution)

Under the Act, the Directors must prepare an annual report detailing the remuneration of the Directors and a statement by the Chair of the Remuneration Committee (together, the 'Directors' Remuneration Report'). The Act also requires that a resolution be put to shareholders each year for their approval of that report. This resolution is an advisory vote only and the Directors' entitlement to remuneration is not conditional on it.

The Directors' Remuneration Report can be found on pages 60 to 62 and 70 to 79 of the 2024 Annual Report.

Resolution 3 – Approval of the Directors' Remuneration Policy (ordinary resolution)

This resolution is in accordance with the provision contained in the Companies Act 2006 (the 'Act') setting out the requirement for shareholder approval of a company's directors' remuneration policy. The current directors' remuneration policy was approved by shareholders at the 2022 annual general meeting. Shareholders will be asked to receive and approve a revised directors' remuneration policy as set out on pages 63 to 69 of the 2024 Annual Report (the 'Directors' Remuneration Policy'). This is a binding shareholder vote and, after it takes effect, the Company will not be able to make a remuneration payment to a current or future Director or a payment for loss of office to a current or past Director unless that payment is consistent with the approved Directors' Remuneration Policy or has been approved by a resolution of the shareholders of the Company. If this resolution is approved, the revised Directors' Remuneration policy will take effect from the date of the meeting.

Resolution 4 – Amendments to the Centaur Media Long Term Incentive Plan 2016 (ordinary resolution)

The Centaur Media Long Term Incentive Plan 2016 (the 'LTIP') was approved by shareholders and adopted on 11 May 2016 and is the Company's long-term incentive arrangement for the Company's executive directors and other senior employees.

The purpose of the proposed amendments is to enable the grant of one-off Value Creation Plan ('VCP') awards under the LTIP. To achieve this, a new schedule has been incorporated into the existing rules of the LTIP, which details the specific terms of the VCP awards. Subject to approval by shareholders of resolutions 3 and 4, the Committee intends to grant one-off awards to each of

the Executive Directors. The current intention is that the VCP awards will replace LTIP awards during the next three-year period of the Directors' Remuneration Policy.

The key terms of the new schedule to the LTIP that will apply to VCP awards are as follows:

- **Form of awards:** Each award will be in the form of a cash-settled award with vesting conditional upon performance (growth in total shareholder value) and continued service.
- **Potential value of VCP awards:**
 - Each VCP award entitles the holder to a share of a 'Pool', the value of which will be based on a cash amount calculated as 6.5% of the growth in the 'Shareholder Value' (being the market capitalisation of the Company calculated by reference to the Company share price plus the total value of any returns to shareholders calculated on a basis consistent with market standard total shareholder return ("TSR") methodology).
 - The Pool will be:
 - shared between the intended participants in the following proportions: Martin Rowland = 81%, Simon Longfield = 19%; and
 - subject to an overall cap of £2.46m, being the projected value of the Pool if the Company share price were to increase to an amount equivalent to 55 pence per share calculated on a basis consistent with the market standard TSR methodology.
 - For the purpose of calculating the Shareholder Value:
 - the base starting value will be £45.4m (based on a reference share price of 30 pence);
 - share price will ordinarily be calculated using a one-month average of the closing mid-market price. In the case of a corporate event, the Remuneration Committee may alternatively determine that a spot price or transaction value is used, at its absolute discretion; and
 - the Committee may adjust the Shareholder Value on a basis consistent with market standard TSR methodology in respect of any amounts paid to shareholders (e.g. dividends, special dividends, tender offers or any other payments to shareholders as determined by the Committee in its absolute discretion) or any other adjustment deemed appropriate by the Committee at its absolute discretion.
- **VCP Performance Period:**
 - The Performance Period for the VCP awards will begin on the date of the 2025 AGM and will end on the earlier of: (i) the 3rd anniversary of that date; or (ii) an accelerating corporate event (e.g. a takeover, voluntary liquidation of business or as determined by the Remuneration Committee).
 - VCP awards may vest either at the end of the Performance Period; or, in part, at the same time as qualifying distributions are made to shareholders.
 - If a material cash distribution or return to investors is proposed (but not an ordinary dividend) (a "Qualifying Distribution"), a portion of outstanding VCP awards may vest early and an interim payment made at the same time as the Qualifying Distribution.
 - An interim payment arising from a Qualifying Distribution will be equal to 60% of the carrying value of the relevant award, at the date of the Qualifying Distribution. For the purpose of calculating the Pool and carrying value of an award, the Shareholder Value will include the impact of the Qualifying Distribution.
 - The Performance Period will not end on a Qualifying Distribution and VCP awards will be retained, and can accrue further value, and/or the remaining value may be paid out at the end of the Performance Period.
- **Final award value:**
 - At the end of the Performance Period, the Remuneration Committee will determine the final value of the Pool, the individual award values and the amount of any payments to be made to the participants.
 - Any payments to be made at the end of the Performance Period in respect of a vested award will be less: (i) any interim payments previously made; and (ii) any final payments to be made as explained below.
- **Deferred payment:**
 - A final deferred payment equal to 20% of the final award value will be retained and will only vest and be paid when the Remuneration Committee determines. This outstanding portion of the award will remain subject to the leaver provisions until the final payment is made.
 - In the case of Martin Rowland, the final deferred payment will be equal to 20% of the final award value plus an additional £125,000 if he has not purchased shares to this amount between appointment as Executive Chair and the date the final award value is determined.

- **Other provisions:**

- Leaver, change of control and malus and clawback provisions will generally apply in accordance with the existing LTIP rules (subject to adaptations to reflect the terms of the VCP awards).
- In the case of a leaver, the Committee may re-allocate the share of the Pool relating to the leaver's lapsed award for the purpose of granting a new VCP award to a new joiner.
- The Committee may make adjustments or alterations to the terms of VCP awards as it would be able to do in relation to any other LTIP award.
- No shares will be delivered to VCP participants and VCP awards will not be eligible for any dividend equivalents.

The main body of the LTIP will largely remain unamended, except for the removal of references to 'Forfeitable Share Awards', which are no longer relevant to the operation of the LTIP, and a small number of minor grammatical changes.

Further detail of the proposed VCP awards is set out in the Directors' Remuneration Report on pages 61 to 62 of the 2024 Annual Report.

A copy of the rules of the LTIP, marked up to show the proposed changes, will be available for inspection on the FCA National Storage Mechanism from the date of publication of this document. The amended rules of the LTIP will also be on display at the place of the AGM for at least 15 minutes before the AGM and during the AGM.

Resolution 5 – To declare a final dividend for the year ended 31 December 2024 (ordinary resolution)

Resolution 5 proposes the final dividend in respect of the year ended 31 December 2024. A final dividend can only be paid after its approval by shareholders. The Directors recommend a final dividend of 1.2 per ordinary share of 10p each in the capital of the Company (ordinary share) be declared payable on 23 May 2025 to holders of ordinary shares registered at the close of business on 9 May 2025.

Resolutions 6 to 10 – Re-election of Directors (ordinary resolutions)

The articles of association of the Company (the 'Articles') require Directors to stand for election at the first AGM following their appointment, and thereafter to retire by rotation. In line with best practice, the Directors have decided that all Directors not otherwise required to stand for election should offer themselves for re-election annually. Resolutions 6 to 10 propose the re-election of all Directors of the Company. Brief biographies of the Directors are set out in the 2024 Annual Report.

Resolutions 11 and 12 – To re-appoint the auditor and to agree their remuneration (ordinary resolutions)

The Company is required to appoint an auditor at each Annual General Meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. The Audit Committee has reviewed the effectiveness, independence and objectivity of the external auditor, Crowe U.K. LLP ('Crowe') on behalf of the Board, who now propose resolution 11 to reappoint Crowe as auditor of the Company. Resolution 12 authorises the Audit Committee to negotiate and agree the remuneration of the auditor.

Resolution 13 – Authority to allot shares or grant subscription or conversion rights (ordinary resolution)

The resolution asks shareholders to grant the Directors authority under section 551 Companies Act 2006 (the 'Act') to allot shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the Act up to a maximum aggregate nominal value of £10,094,015.07 being approximately 66.67% (two thirds) of the nominal value of the issued ordinary share capital of the Company as at 18 March 2025. As at 18 March 2025, the Company holds no shares in treasury. £5,047,007.53 of this authority is reserved for a fully pre-emptive rights issue. This is the maximum permitted amount under best practice corporate governance guidelines. The authority will expire at the next Annual General Meeting of the Company. The Directors have no present intention of exercising such authority other than any allotment of shares pursuant to the Company's share schemes in the ordinary course.

Resolutions 14 and 15 – Disapplication of pre-emption rights (special resolutions)

If the Directors wish to allot new shares and other equity securities, or sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

Resolution 14 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by resolution 13, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £757,051.13, being approximately 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 18 March 2025.

The Pre-emption Group Statement of Principles (the "Principles") provide that a company may seek power to issue, on a non-pre-emptive basis, shares for cash in any one year representing: (i) no more than 10% of the company's issued ordinary share capital for use in any circumstances; and (ii) no more than an additional 10% of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12 month period (previously 6 months) and is disclosed in the announcement of the issue.

The Principles also provide that, in both cases (i) and (ii) outlined above, a company may now seek a further power to issue, on a non-pre-emptive basis, shares for cash representing no more than 2% of the company's issued ordinary share capital for the purposes of making a "follow-on" offer (being an offer of a kind contemplated by the Principles) to certain retail investors and existing shareholders.

The Board of Directors has duly considered the guidance published by the Pre-Emption Group in February 2023. After thorough deliberation, the Board has resolved to adhere to the previous guidance by maintaining the authority limits at 5%.

Resolution 15 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by resolution 13, or sell treasury shares, for cash up to a further nominal amount of £757,051.13, being approximately 5% of the total issued ordinary share capital of the Company as at 18 March 2025, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve-month period and is disclosed in the announcement of the issue. If the authority given in resolution 15 is used, the Company will publish details of the placing in its next annual report.

If these resolutions are passed, the authorities will expire at the end of the next AGM or on 30 June 2026, whichever is the earlier.

The Board considers the authorities in resolutions 14 and 15 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

Resolution 16 – Purchases of own shares by the Company (special resolution)

Resolution 16 seeks authority from holders of ordinary shares for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of 15,141,023 ordinary shares with an aggregate nominal value of £1,514,102.30, being 10% of the ordinary shares in issue as at 18 March 2025 (excluding shares in treasury).

The authority to purchase the Company's own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company at the time. The Act permits the Company to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employees' share schemes. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

If the Directors exercise the authority conferred by resolution 16, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Directors will also consider using the treasury shares to satisfy share options/awards under the Company's employees' share schemes.

The total number of options to subscribe for ordinary shares that were outstanding at 18 March 2025 (being the latest practicable date prior to publication of this circular) was 6,741,277. The proportion of issued share capital that they represented at that time was 4.45% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 5.57%.

If resolution 16 is passed, the authority will expire at the end of the next AGM or on 30 June 2026, whichever is the earlier.

Resolution 17 – Calling of general meetings (special resolution)

Resolution 17 seeks authority from shareholders to hold general meetings (other than Annual General Meetings) on 14 days' clear notice. This is permissible under the Articles and the Act. However, pursuant to the Companies Shareholders' Rights Regulations 2009, specific shareholder approval is required annually in order to retain this ability and shareholders must have the facility to vote by electronic means at the relevant meeting. Although the Company does not currently offer such a facility, the Directors believe that there may be circumstances in which it will be important for the Company to be able to call meetings at such short notice (at which shareholders would be able to vote electronically). Accordingly, the Directors believe that it is important for the Company to retain this flexibility.

Action to be taken

You will find enclosed with the Notice of Annual General Meeting a Form of Proxy. You are requested to complete the Form of Proxy and return it in accordance with the instructions printed thereon so that it is received as soon as possible and in any event by not later than 10.30am on 6 May 2025.

Location of meeting

The Annual General Meeting will be held at 10 York Road, London SE1 7ND.

Recommendation

The Directors believe that the resolutions set out in the Notice of Annual General Meeting ('AGM') are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions to be proposed at the AGM. The Directors who own ordinary shares intend to vote in favour of the resolutions to be proposed at the AGM.

Yours sincerely

Martin Rowland
Chair

NOTICE OF ANNUAL GENERAL MEETING

CENTAUR MEDIA PLC

(Incorporated in England and Wales with registered number 4948078)

NOTICE is hereby given that the Annual General Meeting of Centaur Media Plc (the 'Company') will be held at 10 York Road, London SE1 7ND on Thursday 8 May 2025 at 10.30am to consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 13 will be proposed as ordinary resolutions and numbers 14 to 17 will be proposed as special resolutions.

1. To receive the Company's annual report and financial statements for the year ended 31 December 2024 together with the Directors' report and the Auditor's report.
2. That the Directors' Remuneration Report for the year ended 31 December 2024 which is set out on pages 60 to 62 and 70 to 79 of the 2024 Annual Report, be approved.
3. That the Directors' Remuneration Policy which is set out on pages 63 to 69 of the 2024 Annual Report, be approved with effect from the end of the Annual General Meeting.
4. That the proposed amendment to the rules of the Centaur Media Long Term Incentive Plan 2016 (the 'LTIP'), as described in the explanatory note to this resolution 4, and a copy of which (marked up to show the proposed amendments) is produced in draft to this Meeting, be approved and the Directors be authorised to adopt the amendment into the rules of the LTIP and to do all such other acts and things as they may consider appropriate to implement the amendment.
5. That the final dividend recommended by the Directors of 1.2 pence per ordinary share for the year ended 31 December 2024 be declared payable on 23 May 2025 to holders of ordinary shares registered at the close of business on 9 May 2025.
6. To re-elect Martin Rowland as a Director.
7. To re-elect Simon Longfield as a Director.
8. To re-elect William Eccleshare as a Director.
9. To re-elect Carol Hosey as a Director.
10. To re-elect Leslie-Ann Reed as a Director.
11. To re-appoint Crowe U.K. LLP as auditor to the Company until the conclusion of the next Annual General Meeting of the Company.
12. To authorise the Audit Committee of the Company to fix the remuneration of the auditor.
13. To generally and unconditionally authorise the Directors pursuant to and in accordance with Section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company:
 - (a) up to an aggregate nominal amount of £5,047,007.53; and
 - (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £5,047,007.53 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next Annual General Meeting or on 30 June 2026, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution, 'rights issue' means an offer to:

- (a) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (b) holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory.

14. That if resolution 13 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to allotments for rights issues and other pre-emptive issues; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £757,051.13,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 30 June 2026) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15. That if resolution 13 is passed, the Board be authorised in addition to any authority granted under resolution 14 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £757,051.13 and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company or, if earlier, on 30 June 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 10p each in the capital of the Company ('ordinary shares') provided that:

- 16.1 the maximum number of ordinary shares hereby authorised to be purchased is 15,141,023;
- 16.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10p per share, being the nominal amount thereof;
- 16.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 105 per cent. of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System;
- 16.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and 30 June 2026;
- 16.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract; and
- 16.6 all existing authorities for the Company to make market purchases of Ordinary Shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has not yet been executed.

17. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

3 April 2025

Simon Longfield
Chief Financial Officer/Joint Company Secretary

10 York Road
London
SE1 7ND

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his/her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The right to appoint a proxy does not also apply to any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the 'Act') to enjoy information rights (a 'Nominated Person').
2. You can register your vote(s) for the Annual General Meeting either:
 - by visiting www.shareregistrars.uk.com, clicking on the 'Proxy Vote' button and then following the on-screen instructions;
 - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 7-10 below.

In order for a proxy appointment to be valid, the proxy (together with the power of attorney or other authority (if any) under which it is executed) must be received by Share Registrars Limited by 10:30am on Tuesday 6 May 2025.

Completion of the Form of Proxy will not prevent a member from attending and voting in person.

3. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
4. Any member or his proxy attending the Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.
5. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
6. If more than one valid proxy appointment is made in relation to the same share, the appointment last received before the latest time for the receipt of proxies will take precedence.
7. CREST members who wish to appoint a proxy or proxies for the AGM (or any adjournment of it) through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
8. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Share Registrars Limited (ID 7RA36) no later than 10:30am on Tuesday 6 May 2025 (or, if the AGM is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Share Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. Pursuant to section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 10.30am on 6 May 2025 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 48 hours before the date and time fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

12. As at 18 March 2025 (being the date of signature of the 2024 Annual Report) the Company's issued share capital consists of 151,410,226 ordinary shares, carrying one vote each, as the Company holds no treasury shares. Therefore, the total voting rights in the Company as at 18 March 2025 and at 3 April 2025 are 151,410,226.
13. The information required to be published by section 311(A) of the Act (information about the contents of this Notice and numbers of shares in the Company and voting rights exercisable at the Meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at www.centaurmedia.com.
14. Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in section 153(2) of the Act) may require the Company, under section 527 of the Act to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
15. A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.
16. If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Meeting, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the Meeting. Such Nominated Persons are advised to contact the members who nominated them for further information on this.
17. Copies of the following documents are available for inspection at the registered office of the Company, 10 York Road, London SE1 7ND, during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the Meeting:

Executive Directors' service contracts and letters of appointment of the Non-Executive Directors.
18. You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

