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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 2020

CENTAUR MEDIA PLC

(Incorporated in England and Wales with registered number 4948078)

DUE TO CORONAVIRUS SHAREHOLDERS SHOULD NOT ATTEND THE MEETING

Notice of the Annual General Meeting of the Company to be held at 10 York Road, London SE1 7ND at 9.30am on 30 June 2020 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, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible but in any event by no later than 9.30am on 26 June 2020.

CENTAUR MEDIA PLC
(the “Company”)
(Incorporated in England and Wales with registered number 4948078)

Directors:

Mr C Jones (*Chairman*)
Mr S Mukerji (*Chief Executive*)
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:

Floor M
10 York Road
London
SE1 7ND

27 May 2020

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 2019 (the “**2019 Annual Report**”) and gives details of the business to be transacted at the 2020 Annual General Meeting of the Company.

Coronavirus and the AGM

Due to the coronavirus (COVID-19) pandemic and the current UK Government guidance on social distancing and prohibition on non-essential travel and public gatherings, the Board regrets that it will not be possible for shareholders to attend this year's AGM in person.

Only two shareholders are required to be present at the AGM to be quorate and we propose that those two shareholders are directors or employees of the Company. **Other shareholders must not attend the meeting in person and will be refused admission.**

The usual format of the AGM will be condensed to include only the Ordinary and Special Business published in the Notice of AGM and there will be no management presentations.

The Board intends that all resolutions will be put to a vote on a poll, rather than being decided by a 'show of hands'.

A form of proxy is enclosed with this Notice of AGM and shareholders are strongly encouraged to vote on all matters of business by appointing the Chairman of the Meeting as their proxy. This will ensure that shareholder votes still count despite being unable to attend the meeting in person. The results of the poll will be announced as soon as possible after the AGM.

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.

Any update regarding arrangements for the AGM will be notified via a Stock Exchange Announcement and posting further information on our website, www.centaurmedia.com.

Annual General Meeting

Notice of the Annual General Meeting is given on page 5 of this document.

Resolution 1 – Adoption of the Company's annual report and financial statements for the year ended 31 December 2019 (ordinary resolution)

Company law requires the Directors to present the Company's annual report and financial statements for the year ended 31 December 2019 to shareholders for formal adoption. These are included in the 2019 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 45 to 46 and 53 to 61 of the 2019 Annual Report.

Resolutions 3 to 8 – Election and 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 3 to 5 propose the election of Simon Longfield, Carol Hosey and Leslie-Ann Reed as Directors of the Company, having been appointed to the Board since the last AGM. Resolutions 6 to 8 propose the re-election of each of the remaining Directors. Brief biographies of the Directors are set out in the 2019 Annual Report.

Resolutions 9 and 10 – 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, PricewaterhouseCoopers LLP (“PwC”), on behalf of the Board, who now propose resolution 9 to reappoint PwC as auditor of the Company. Resolution 10 authorises the Audit Committee to negotiate and agree the remuneration of the auditor.

Resolution 11 – 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 £9,629,707.53 being approximately 66.67% (two thirds) of the nominal value of the issued ordinary share capital of the Company (excluding treasury shares) as at 27 May 2020. As at 27 May 2020, the Company held 6,964,613 treasury shares representing 4.60% of the total ordinary issued share capital of the Company. £4,814,853.77 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 to allot shares pursuant to the Company’s share schemes in the ordinary course.

Resolutions 12 and 13 - 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 12 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by resolution 11, 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 £722,228.07, being approximately 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 27 May 2020.

The Pre-emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-emption Group’s Statement of Principles defines ‘specified capital investment’ as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-emption Group, resolution 13 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by resolution 11, or sell treasury shares, for cash up to a further nominal amount of £722,228.07, being approximately 5% of the total issued ordinary share capital of the Company as at 27 May 2020, 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 six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 13 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 2021, whichever is the earlier.

The Board considers the authorities in resolutions 12 and 13 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.

The Board does not intend to issue more than 7.5% of the issued share capital of the Company for cash on a non pre-emptive basis in any rolling three-year period (other than in connection with an acquisition or specified capital investment as described in the Pre-emption Group’s Statement of Principles) without prior consultation with shareholders.

Resolution 14 - Purchases of own shares by the Company (special resolution)

Resolution 14 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 14,444,561 ordinary shares with an aggregate nominal value of £1,444,456.10, being 10% of the ordinary shares in issue as at 27 May 2020 (excluding shares in treasury).

The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, the upper limit being the price stipulated in Commission Delegated Regulation (EU) 2016/1052 as referred to in Article 5(6) of the EU Market Abuse Regulation, and the Listing Rules.

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 14, 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 27 May 2019 (being the latest practicable date prior to publication of this circular) was 6,099,034. The proportion of issued share capital that they represented at that time was 4.2% 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 5.28%

If resolution 14 is passed, the authority will expire at the end of the next AGM or on 30 June 2021, whichever is the earlier.

Resolution 15 - Calling of general meetings (special resolution)

Resolution 15 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 9.30am on 26 June 2020.

Location of meeting

The Annual General Meeting will be held at 10 York Road, London SE1 7ND **but shareholders should not attend the AGM in person.**

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.

The board would like to thank all shareholders for their co-operation and understanding in these challenging times.

Yours sincerely

Colin Jones
Chairman

NOTICE OF ANNUAL GENERAL MEETING

CENTAUR MEDIA PLC

(Incorporated in England and Wales with registered number 4948078)

NOTICE is hereby given that the sixteenth Annual General Meeting of Centaur Media Plc (the “**Company**”) will be held at 10 York Road, London SE1 7ND on Tuesday 30 June 2020 at 9.30am to consider and, if thought fit, to pass the following resolutions, of which numbers 1 to 11 will be proposed as ordinary resolutions and numbers 12 to 15 will be proposed as special resolutions:

1. To receive the Company's annual report and financial statements for the year ended 31 December 2019 together with the Directors' report and the Auditor's report.
2. That the Directors' remuneration report for the year ended 31 December 2019 which is set out on pages 45 to 46 and 53 to 61 of the 2019 Annual Report, be approved.
3. To elect Simon Longfield as a Director.
4. To elect Carol Hosey as a Director.
5. To elect Leslie-Ann Reed as a Director.
6. To re-elect Colin Jones as a Director.
7. To re-elect William Eccleshare as a Director.
8. To re-elect Swagatam Mukerji as a Director.
9. To re-appoint PricewaterhouseCoopers LLP as auditor to the Company until the conclusion of the next Annual General Meeting of the Company.
10. To authorise the Audit Committee of the Company to fix the remuneration of the auditor.
11. 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 £4,814,853.77; and
 - (b) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £4,814,853.77 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 2021, 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.

12. That if resolution 11 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 £722,228.07,

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 2021) 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.

13. That if resolution 11 is passed, the Board be authorised in addition to any authority granted under resolution 13 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 £722,228.07 and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six 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 2021 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.

14. 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:

14.1 the maximum number of ordinary shares hereby authorised to be purchased is 14,444,561;

14.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10p per share, being the nominal amount thereof;

14.3 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;

14.4 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 2021;

14.5 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

14.6 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.

15. 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

27 May 2020

Helen Silver
Company Secretary
Floor M
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. To appoint a proxy you may use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is executed, must be received by post or (during normal business hours only) by hand at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR or by fax to 01252 719232, in each case no later than 9.30am on 26 June 2020. Any information or document relating to proxies for the Meeting may also be delivered to voting@shareregistrars.uk.com.
3. 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.
4. 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.
5. 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 9.30am on 26 June 2020 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.
6. As at 17 March 2020 (being the date of signature of the 2019 Annual Report) the Company's issued share capital consists of 151,410,226 ordinary shares, carrying one vote each, including 6,964,613 treasury shares. Therefore, the total voting rights in the Company as at 17 March 2020 and at 27 May 2020 are 144,445,613.
7. 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.
8. 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.
9. 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.
10. 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.
11. Copies of the following documents are available for inspection at the registered office of the Company, Floor M, 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.
12. 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.

