

# NOTICE OF GENERAL MEETING

## MEDIAZEST PLC

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### MediaZest Plc

("MediaZest", or the "Group"; AIM: MDZ)

### Notice of General Meeting

MediaZest (AIM: MDZ), the audio-visual solutions provider, announces that a Notice of General meeting (the "General Meeting") will be posted to shareholders today. The General Meeting will be held on 27 November 2023 at 11.00 a.m. at Unit 9, Woking Business Park, Albert Drive, Woking, GU21 5JY.

The formal notice of the General Meeting including full details of all resolutions proposed ("Resolutions") is available to view on the Company's website at <https://www.mediazest.com/>.

### Background To and Reasons for the Renewal of Share Capital Authorities

At the Annual General Meeting of the Company on 31 March 2023, the Company passed an ordinary resolution pursuant to s.551 of the Companies Act 2006 (the "Act") to generally and unconditionally authorise the directors of the Company (the "Directors") to allot shares or grant rights to subscribe for or to convert any security into shares up to an aggregate nominal value of £56,000, which equates to 560,000,000 ordinary shares at a nominal value of 0.1 pence each ("Ordinary Shares"). The Company also passed a special resolution disapplying pre-emption rights in relation to the issue of such shares. On 5 August 2023, the Company entered into a convertible loan note instrument (the "CLN") granting £130,000 of convertible loan notes to certain note holders. The Company has therefore potentially utilised some of these share authorities it obtained on 31 March 2023 by entering into the CLN.

The Company considers it prudent therefore to ask shareholders for new authorities at the General Meeting in order to provide the Company with the ability and flexibility to raise further funds through the issue of additional equity capital.

### Current Trading

The unaudited interim results issued on 30 June 2023 and the trading updates subsequently issued on 19 July 2023 and 19 October 2023 provide an update on current trading.

### General Meeting

A summary and brief explanation of the Resolutions to be proposed at the General Meeting is set out below. Please note that this is not the full text of the Resolutions, and you should read this paragraph in conjunction with the Resolutions contained in the Notice of General Meeting.

**Resolution 1** – an ordinary resolution to grant the Directors authority to allot or grant rights to subscribe for shares in the capital of the Company up to an aggregate nominal value of £84,000, in accordance with the Act. Unless previously revoked or varied, this authority will expire on the conclusion of the next Annual General Meeting of the Company.

**Resolution 2** – a special resolution to disapply statutory pre-emption rights in respect of: (a) the allotment of equity securities which takes place in connection with a rights issue or other similar offer; and (b) the allotment or grant of rights to subscribe for shares up to an aggregate nominal value of £84,000. This Resolution is conditional upon the passing of Resolution 1. Section 561 of the Act

requires that a company issuing shares for cash must first offer them to existing shareholders following a statutory procedure which, in the case of a rights issue, may prove to be both costly and cumbersome. This resolution excludes that statutory procedure as far as rights issues are concerned. It also allows the Directors to allot up to 840,000,000 Ordinary Shares. The Directors believe that the powers provided by this resolution will maintain a desirable degree of flexibility. Unless previously revoked or varied, the disapplication will expire on the conclusion of the next Annual General Meeting of the Company.

Resolution 1 is being proposed as an ordinary resolution and requires approval by a simple majority of those votes cast (by persons present in person or by proxy) at the General Meeting for the resolution to be passed.

Resolution 2 is being proposed as a special resolution and requires approval by not less than three quarters of the votes cast (by persons present in person or by proxy) at the General Meeting for the resolution to be passed.

### **Action To Be Taken**

The Company values shareholder participation and the votes of shareholders, so it encourages all shareholders to exercise their voting rights by completing and submitting a proxy form as soon as possible.

A Form of Proxy for use at the General Meeting accompanies this document. You are asked to complete the Form of Proxy and return it to the Company's registrars, Share Registers Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received by no later than 11.00 a.m. on 23 November 2023 (or, in the case of an adjournment of the General Meeting, not less than 48 hours (excluding any part of a day that is not a Business Day) before the time and date fixed for the holding of the adjourned meeting).

Or you can register your vote for the General Meeting by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your unique log-in details on the top of the proxy form).

If you hold your Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes to the Notice of General Meeting at the end of this document.

Shareholders are asked to complete the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company's registrars, Share Registers Limited, as soon as possible but in any event no later than 11.00 a.m. on 23 November 2023.

### **Recommendation**

**The Board considers that the renewal of the share authorities and the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly recommends that Shareholders vote in favour of the Resolutions.**

If the Resolutions are approved at the General Meeting, there is no certainty that the Company will be able to raise funding at a suitable valuation or at all.

If the Resolutions are not approved at the General Meeting and no alternative funding can be raised, the Company's ability to fulfil its future aims and objectives may be at risk.

*This announcement contains inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("MAR"), and is disclosed in accordance with the Company's obligations under Article 17 of MAR.*

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**Notes to Editors:**

About MediaZest

MediaZest is a creative audio-visual systems integrator that specialises in providing innovative marketing solutions to leading retailers, brand owners and corporations, but also works in the public sector in both the NHS and Education markets. The Group supplies an integrated service from content creation and system design to installation, technical support, and maintenance. MediaZest was admitted to the London Stock Exchange's AIM market in February 2005. For more information, please visit [www.mediazest.com](http://www.mediazest.com)