

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your shares in Photo-Me International plc, please send this document and the accompanying documents, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

IMPORTANT NOTICE

In light of the Covid-19 pandemic, there are significant changes to the usual arrangements for the Annual General Meeting ('AGM') this year and regrettably, shareholders cannot attend the AGM in person. Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy to ensure that their vote is counted.

LETTER FROM CHAIRMAN

Photo-Me

Photo-Me International plc
Unit 3B Blenheim Road,
Epsom,
KT19 9AP
Tel: +44 (0)1372 453399

7 April 2021

Dear Shareholder,

2020 ANNUAL GENERAL MEETING

This year's Annual General Meeting will be held at the offices of Baker McKenzie LLP, 100 New Bridge Street, London EC4V 6JA on Friday, 30 April 2021 at 10:00 a.m. Formal notice of the meeting is set out on page 4 of this circular.

Regrettably in light of the ongoing Covid-19 pandemic, we are not able to conduct the AGM as we would usually. When considering the arrangements for the AGM, the health, safety and welfare of our shareholders, employees and stakeholders has been a key consideration. With this in mind, the AGM will be held as a closed meeting and unfortunately shareholders cannot attend in person. We will arrange for the necessary quorum to be in attendance so that the meeting is able to conduct its business. Shareholders and others will not be granted access to the AGM in person. Shareholders are strongly advised to appoint the Chair of the meeting as their proxy so that their vote is counted. Proxy appointments must be received by the Company's registrars not less than 48 hours before the time fixed for the meeting (or any adjournment thereof), no account being taken of any part of a day that is not a working day.

To appoint a proxy for the AGM, please fill in the proxy form and return it to our registrars as soon as possible. Alternatively, you can register your proxy vote electronically via the registrars' website www.signalshares.com. The registrars must receive your proxy appointment by noon on Wednesday 28 April 2021.

Notwithstanding the format of the AGM this year, the Board considers it important that shareholders have the opportunity to raise questions with the Board. As such, shareholders are invited to send any questions that they have in connection with the matters arising at the AGM:

- By post addressed to Photo-Me International plc, Unit 3B Blenheim Road, Epsom, Surrey KT19 9AP for the attention of the Company Secretary, Del Mansi; or
- By email to del.mansi@photo-me.com

The Notice convening the Annual General Meeting is enclosed in this circular and the items of both the ordinary and special business to be considered at the meeting are explained in the Explanatory Notes section of the Notice.

The Board unanimously recommends that shareholders vote in favour of all the resolutions being proposed at the Annual General Meeting, which the Board considers to be in the best interests of the Company and its shareholders as a whole, and are most likely to promote the success of the Company for the benefit of its shareholders as a whole.

As at 31 March 2021 (being the latest practicable date before the publication of the Notice convening the Annual General Meeting), the issued share capital of the Company was £1,890,058 divided into 378,011,637 ordinary shares of 0.5p each. Therefore, the total number of voting rights in the Company as at that date was 378,011,637.

Those shareholders who have chosen to receive hard copies of the Annual Report, or shareholders who have joined the register since 31 July 2019 will have already been sent the 2020 Annual Report. You can also find the Annual Report on the Company's website at http://investor.photo-me.com/financial_reports. Please note that you will need suitable internet web browser software installed on your computer, or any other web enabled device, to download documents from the Photo-Me website. If at any time you would like to change your preference on how you receive documents such as the Annual Report, please contact our Registrars, Link Group, 10th Floor, Central, Square, 29 Wellington Street, Leeds, LS1 4DL.

Yours faithfully,



Sir John Lewis OBE
Chairman

Registered in England and Wales: number 735438
Registered Office: Unit 3B Blenheim Road, Epsom, KT19 9AP
Tel: +44 (0)1372 453399
www.photo-me.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fifty-eighth Annual General Meeting of Photo-Me International plc (the 'Company') will be held at the offices of Baker McKenzie LLP, 100 New Bridge Street, London EC4V 6JA on 30 April 2021 at 10:00 a.m. to consider and, if thought fit, pass the following Resolutions which will be proposed, in the case of Resolutions 1 to 11 inclusive and Resolution 15, as Ordinary Resolutions, and Resolutions 12, 13 and 14 as Special Resolutions.

Please refer to the letter from the Chairman for important information about the arrangements for the AGM this year.

AS ORDINARY BUSINESS

The following resolutions 1 to 9 will be proposed as ordinary resolutions;

1. THAT the Company's Accounts and the Reports of the directors and the auditor for the 18 months ended 31 October 2020 be received.
2. THAT the directors' remuneration report for the 18 months ended 31 October 2020 as set out on pages 68 to 83 of the Annual Report (other than the part containing the directors' remuneration policy) be approved.
3. THAT the directors' remuneration policy set out on pages 70 to 74 of the directors' remuneration report contained in the Annual Report be approved, to take effect from the conclusion of this meeting.
4. THAT Mazars LLP be re-appointed auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
5. THAT the directors of the Company be authorised to determine the remuneration of the auditor.
6. THAT Sir John Lewis be re-elected as a director.
7. THAT Mr Serge Crasnianski be re-elected as a director.
8. THAT Ms Françoise Coutaz-Replan be re-elected as a director.
9. THAT Mr Jean-Marcel Denis be re-elected as a director.

AS SPECIAL BUSINESS

The following resolutions 10 and 11 will be proposed as ordinary resolutions.

10. THAT, in accordance with Section 366 and 367 of the Companies Act 2006 ('the Act'), the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised, in aggregate, to:
 - (i) make political donations to political parties and/or independent election candidates not exceeding £25,000 per annum in total;
 - (ii) make political donations to political organisations other than political parties not exceeding £25,000 per annum in total; and
 - (iii) incur political expenditure not exceeding £25,000 per annum in total;during the period beginning on the date of the passing of this resolution and ending at the conclusion of the next Annual General Meeting of the Company.

For the purposes of this resolution 11 the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by Sections 363 to 365 of the Act.
11. THAT, in substitution for all existing authorities, the directors be generally and unconditionally authorised in accordance with Section 551 of the Act to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company:
 - (i) up to an aggregated nominal amount of £630,019 (represents approximately one-third of the Company's issued ordinary share capital as at 31 March 2021 (the 'Latest Practicable Date')) (such amount to be reduced by any allotments or grants made under paragraph 11 (ii) below in excess of such sum); and
 - (ii) in so far as such shares comprise equity securities (as defined in section 560 of the Act) up to a nominal amount of £1,260,038 (such amount to be reduced by any allotment made under paragraph 11 (i) above) in connection with an offer by way of a rights issue:
 - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,provided that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter. The authority conferred by this resolution 11 shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date this Resolution is passed (unless previously renewed, varied or revoked by the Company in general meeting), provided that the Company may make offers and enter into agreements before this authority expires which would, or might, require equity securities to be allotted or subscription or conversion rights to be granted after the authority ends and the directors may allot equity securities or grant rights to subscribe for or convert securities into ordinary shares under any such offer or agreement as if the authority had not expired.

Special Resolutions

12. THAT, subject to the passing of Resolution 11 above, the directors be empowered, pursuant to Sections 570 and 573 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred on them by Resolution 11 above, and to sell ordinary shares in the capital of the Company which are held by the Company in treasury, as if Section 561 of the Act did not apply to any such allotment or sale PROVIDED THAT this power shall be limited to the allotment of equity securities and the sale of treasury shares for cash in connection with an offer of, or invitation to apply for equity securities (but in the case of the authority granted under paragraph (ii) of Resolution 11, by way of a rights issue only):
 - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings open for acceptance for a period fixed by the director (and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary), but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical difficulties which may arise in or under the laws of any territory, or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) otherwise than pursuant to paragraph 12(a) above, having, in the case of ordinary shares, a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount not exceeding, in aggregate, £94,503 being equal to 5% of the issued ordinary share capital of the Company as at the Latest Practicable Date.

The power hereby conferred on the directors by this Resolution shall (unless previously revoked or renewed by Special Resolution of the Company) cease to have effect when the authority under Resolution 11 above is revoked or would (if not renewed) expire, save that the Company may, before the power given by this Resolution expires, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold for cash after such expiry and the directors may allot equity securities or sell treasury shares for cash pursuant to such offer or agreement as if the power conferred by this Resolution had not expired.

13. THAT, subject to the passing of Resolution 11 above and in addition to the power conferred by Resolution 12 above, the directors be empowered, pursuant to Sections 570 and 573 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash, pursuant to the authority conferred on them by Resolution 11 above, and to sell ordinary shares in the capital of the Company which are held by the Company in treasury, as if Section 561 of the Act did not apply to any such allotment or sale PROVIDED THAT this power shall be limited to the allotment of equity securities or sale of treasury shares to any person up to an aggregate nominal amount of £94,503 being equal to 5% of the issued ordinary share capital of the Company as at the Latest Practicable Date AND PROVIDED FURTHER THAT the authority granted by this resolution 13 be 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 Directors determine 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.

The power hereby conferred on the directors by this Resolution shall (unless previously revoked or renewed by Special Resolution of the Company) cease to have effect when the authority under Resolution 11 above is revoked or would (if not renewed) expire, save that the Company may, before the power given by this Resolution expires, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold for cash after such expiry and the directors may allot equity securities or sell treasury shares for cash pursuant to such offer or agreement as if the power conferred by this Resolution had not expired.

14. THAT the Company be generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 0.5p each in the capital of the Company, on such terms and in such manner as the directors may from time to time determine provided that:
- (i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 37,801,164, representing 10% of the issued ordinary share capital of the Company as at the Latest Practicable Date;
 - (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value;
 - (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be, in respect of an ordinary share contracted to be purchased on any day, the higher of:
 - (a) an amount which is not more than 5% above the average of the closing middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased, or
 - (b) the higher of the price of the last independent trade of an ordinary share or the highest current independent bid on the London Stock Exchange; and
 - (iv) unless varied, revoked or renewed, the authority conferred by this Resolution 14 shall expire either at the conclusion of the next Annual General Meeting of the Company or on the expiry of 15 months from the passing of this Resolution, whichever is the first to occur, save that the Company may, before such expiry, enter into a contract or contracts to purchase ordinary shares which would or might be executed wholly or partly after such expiry and make purchases of ordinary shares in pursuance of such contract or contracts as if the authority conferred by this resolution had not expired.

Ordinary Resolution

15. That for the purposes of sections 226B and 226C, Chapter 4A of the Companies Act 2006:
- (i) the Remuneration Policy of the Company as approved on 25 October 2017 be amended to read as follows:
'Mr Eric Mergui who, having become an executive director after the approval of this remuneration policy, is contractually entitled in the event of dismissal for any reason to receive, in addition to any payment in lieu of notice, a lump sum compensation payment equal to that of the total annual remuneration receivable from the Group'; and
 - (ii) the payment to Mr Mergui of €550,800 in accordance with this contractual provision detailed in the explanatory text to this resolution contained in the notice of annual general meeting dated 7 April 2021 be and is hereby ratified.

By order of the Board

Del Mansi
Company Secretary

Photo-Me International plc
Unit 3B Blenheim Road,
Epsom,
KT19 9AP

7 April 2021

EXPLANATORY NOTES

ATTENDANCE AND VOTING

Shareholders are entitled to appoint one or more proxies (who need not be shareholders) to exercise all or any of their rights on their behalf at the meeting provided that if more than one proxy is appointed, each proxy is appointed to exercise the rights attached to a different share or shares. As noted in the letter from the Chairman, shareholders and others are unable to attend the AGM in person and so shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy to ensure that their vote is counted. Shareholders should use the proxy form to make the appointment referred to above.

A member entitled to attend and vote is entitled to appoint one or more proxies to attend, to speak, and to vote instead of him or her. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. Your proxy is strongly recommended to be the Chairman. Your proxy must vote as you instruct and must attend the Annual General Meeting for your vote to be counted. To be valid, the proxy form and any power of attorney or other authority under which it is executed (or a duly certified copy of such power of attorney or other authority) must be lodged with the Company's registrars, Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL not less than 48 hours before the time fixed for the meeting (or any adjournment thereof), no account being taken of any part of a day that is not a working day. A member can only appoint a proxy using the procedures set out in these explanatory notes and in the notes on the proxy form.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the register of members of the Company as at the close of business on 28 April 2021 (or, in the case of an adjournment, the close of business on the day which is two working days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time.

Changes to entries on the register of members after the close of business on 28 April 2021 (or, in the case of an adjournment, the close of business on the day which is two working days before the time of the adjourned meeting) shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting.

If you are not a member of the Company but you have been nominated by a member of the Company under Section 146 of the Act to enjoy information rights (a 'Nominated Person'), you do not have a right to appoint any proxies under the procedures set out above. If you are a Nominated Person, you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (the 'Relevant Member') to be appointed or to have someone else appointed as a proxy for the meeting.

If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Subject to them remaining accessible in light of any restrictions or guidance introduced in connection with the Covid-19 pandemic, the following documents are available for inspection at the Registered Office of the Company at any time during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the conclusion of the Annual General Meeting, and will also be available for inspection at the place of the Annual General Meeting from 15 minutes before the meeting until its conclusion:

- i. register of interests of directors in the share capital of the Company;
- ii. service contracts of executive directors; and
- iii. letters of appointment of the non-executive directors.

Alternatively, should a shareholder wish to inspect any of these documents, please submit a request to the Company Secretary, Del Mansi by post to Photo-Me International plc, Unit 3B Blenheim Road, Epsom KT19 9AP.

Members should note that it is possible that, pursuant to requests made by members of the Company under Section 527 of the Act, the Company may be required 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 Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. 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.

VOTING USING CREST'S ELECTRONIC PROXY APPOINTMENT SERVICE

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent RA 10 by 10.00 a.m. on 28 April 2021. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 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.

CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsors or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

SUBMISSION OF HARD COPY AND ELECTRONIC REQUESTS

Where you, being a member or members of the Company, wish to request the Company to publish audit concerns, such requests must be made in accordance with one of the following ways:

- a) hard copy request which is signed by you, states your full name and address and is sent to Photo-Me International plc, 3B Blenheim Road, Epsom, Surrey KT19 9AP for the attention of the Company Secretary, Del Mansi; or
- b) a request which states your full name and address, and is sent by e-mail to IR@photo-me.co.uk. Please state 'AGM 2020' in the subject line of the e-mail.

You may not use any electronic address provided either in this Notice of Annual General Meeting or the Chairman's letter in respect of the appointment of a proxy or variation or revocation of proxy voting instructions.

A copy of this Notice and information regarding the meeting, including the information required by Section 311A of the Act, can be found at www.photo-me.com

RESOLUTIONS

Resolutions 1 to 11 inclusive and Resolution 15 are Ordinary Resolutions, which will be passed if more than 50% of the votes cast are in favour. Resolutions 12, 13 and 14 are Special Resolutions which require that at least 75% of the votes are cast in favour.

RESOLUTION 1: TO RECEIVE THE 2020 ANNUAL REPORT

The directors will present to the Annual General Meeting ('AGM') the Accounts and the Reports of the directors and the auditor for the 18 months ended 31 October 2020. These are contained in the Company's Annual Report. As a shareholder you will have received, or will be receiving, the 2020 Annual Report and Accounts either as a hard copy or via our website (www.photo-me.com) and may raise any questions on the 2020 Annual Report under this resolution.

RESOLUTION 2: APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

The purpose of Resolution 2 is to seek the approval of the Directors' Remuneration Report for the 18 months ended 31 October 2020 as

required by sections 439 of the Companies Act 2006 (the 'Act'), excluding the part of the report which sets out the Directors' Remuneration Policy. The report is set out on pages 52 to 64 of the 2020 Annual Report. This resolution is advisory in nature and no individual director's remuneration is dependent on it.

RESOLUTION 3: APPROVAL OF THE REMUNERATION POLICY

The Act requires the Company to seek shareholder approval of the remuneration policy every three years. This is a binding policy and, after it takes effect, the directors will not be entitled to remuneration unless such remuneration is consistent with the approved policy from time to time or shareholders otherwise approve the remuneration. Approval of the policy is sought in resolution 3 and, if approved, the policy will take effect from the end of the AGM. The Company is then required to seek shareholder approval of a remuneration policy at least every three years.

RESOLUTION 4: RE-APPOINTMENT OF AUDITOR

At each general meeting of the Company at which the accounts are laid before the members, the Company is required to appoint an auditor to serve until the next such meeting. Resolution 4 seeks approval for the re-appointment of Mazars LLP as auditor of the Company until the conclusion of the Annual General Meeting for 2021. It is proposed that Mazars LLP be re-appointed as auditor of the Company.

RESOLUTION 5: AUTHORISING DIRECTORS TO DETERMINE THE REMUNERATION OF THE AUDITOR

This Resolution 5 authorises the directors, in accordance with standard practice, to determine the remuneration of the Company's auditor.

RESOLUTIONS 6 TO 9: RE-ELECTION OF DIRECTORS

The Company's Articles of Association require that any director appointed by the Board retires and seeks re-election at the first Annual General Meeting following their appointment, and that all directors stand for re-election every three years.

The Company has four non-executive directors, all of whom are determined by the Board to be independent directors in accordance with the criteria set out in the UK Corporate Governance Code. The Board considers that their skills, experience, independence and knowledge of the Company enable them to discharge their respective duties and responsibilities effectively. In relation to the re-election of the non-executive directors in Resolutions 6, 8 and 9, the Board confirms, following formal evaluation, that their performance continues to be effective and that they continue to demonstrate commitment to their roles.

RESOLUTION 6: RE-ELECTION OF SIR JOHN LEWIS OBE (CHAIRMAN)

Sir John Lewis joined the Board in July 2008 and was appointed Chairman in May 2010. He is Chairman of the Nomination Committee and a member of the Audit and Remuneration Committees. Currently he is a consultant to Eversheds Sutherland LLP (as it now is), and a director of an AIM-traded company, Prime People plc, as well as of various private companies. Mr Lewis was previously a practising solicitor and partner in Lewis, Lewis and Co. which became part of Eversheds Sutherland LLP (as it now is) after a series of mergers. Sir John Lewis also previously served as chairman of Cliveden Plc and Principal Hotels plc, and as vice chairman of John D Wood & Co plc and Pubmaster Group Ltd. He was last re-elected to the Board in October 2018.

Sir John Lewis wishes to stand for re-appointment. The Nomination Committee (with Sir John Lewis abstaining) considers that Sir John Lewis is independent and that, following formal performance evaluation, his performance remains effective especially with regard to his responsibilities

EXPLANATORY NOTES CONTINUED

as Chairman of the Board and as a member of other Board Committees. The Board recommends his re-election as a director.

RESOLUTION 7: RE-ELECTION OF MR SERGE CRASNIANSKI (CHIEF EXECUTIVE OFFICER)

Serge Crasnianski was appointed to the Board in May 2009 and was last re-appointed by shareholders in October 2018. He had previously served on the Board from 1990 to 2007; until 1994 as a Non-executive Director, from 1994 as an Executive Director and as Chief Executive Officer from 1998 to 2007. He is also the Deputy Chairman. He founded KIS in 1963.

Serge Crasnianski wishes to stand for re-election. The Nomination Committee considers that Serge Crasnianski's performance as CEO has been effective and the Board recommends his re-election as a director.

RESOLUTION 8: RE-ELECTION OF MS FRANÇOISE COUTAZ-REPLAN (NON- EXECUTIVE DIRECTOR)

Françoise Coutaz-Replan was appointed to the Board in September 2009 as Finance Director, a role she held until she stepped down in August 2015 and becoming a non-independent Non-executive Director. Ms Coutaz-Replan was appointed to the Audit Committee in October 2016, and was last re-elected by shareholders in October 2018. She joined KIS in 1991 and was appointed Finance Director of Photo Me France and KIS in November 2007. Françoise Coutaz-Replan wishes to stand for re-election. The Nomination Committee considers that Françoise Coutaz-Replan's performance as a Non-executive Director and as a member of the Audit Committee has been effective and the Board recommends her re-election as a director.

RESOLUTION 9: RE-ELECTION OF MR JEAN- MARCEL DENIS (NON-EXECUTIVE DIRECTOR)

Jean-Marcel Denis was appointed to the Board in March 2012 and was last re-appointed by shareholders in October 2018. He has been appointed Chairman of the Audit Committee and a member of the Nomination and Remuneration Committees. He founded his own auditing firm in 1970 in Paris, Auditeurs & Conseils Associes (ACA), and sold his interest in ACA in 2005. Subsequently a consultant in Finance & Conseils Associes, which specialises in business valuations.

Jean-Marcel Denis wishes to stand for re- election. The Nomination Committee (with Mr Denis abstaining) considers that Mr Denis is independent and that his performance remains effective especially with regard to his responsibilities as Chairman of the Audit Committee and as a member of other Board Committees. The Board recommends his re-election as a director.

RESOLUTION 10: AUTHORISATION OF POLITICAL EXPENDITURE

The Act prohibits political donations by the Company and its subsidiaries to any political parties, other political organisations or independent election candidates or the incurring by the Company and its subsidiaries of any political expenditure, unless authorised by shareholders in advance. Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure within the ordinary meaning of those words. However, it is possible that certain routine activities undertaken by the Group may unintentionally fall within the broad scope of the provisions controlling political donations and expenditure contained in the Act. Any expenditure that is regulated under this Act must first be approved by shareholders and will be disclosed in the Annual Report. To avoid inadvertently contravening the Act, the Board is proposing resolution 10. This resolution, if passed, will provide the directors with authority to make donations and incur expenditure which might otherwise be caught by the terms of that Act, up to a maximum amount of £25,000 per Group company and maximum amount of £25,000 for the entire Group per annum, until

the next Annual General Meeting of the Company. This is a renewal of the authority last approved by shareholders in 2016.

RESOLUTION 11: GENERAL AUTHORITY TO ALLOT SHARES

Under section 551 of the Act, the directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders in a general meeting. The existing authority provided at last year's AGM to allot shares in this way expires at the conclusion of this year's AGM. Consequently, this Resolution seeks to renew the authority for a further period until the earlier of the conclusion of next year's AGM or 15 months from the date this Resolution is passed (unless previously renewed, varied or revoked by the Company in general meeting). The aggregate nominal value which can be allotted under the authority set out in paragraph (i) of the Resolution is limited to £630,019, which represents approximately one-third of the Company's issued ordinary share capital as at 31 March 2021, being the latest practicable date before the publication of this Notice of AGM (hereinafter called the Latest Practicable Date).

There is no statutory limit on the maximum nominal amount of the section 551 allotment authority under the Act but, under the Investment Association's guidelines (the 'IA Guidelines'), the Investment Association members will regard as routine resolutions seeking authority to allot shares representing up to two-thirds of the Company's existing issued share capital, providing any amount in excess of one-third of existing issued shares should be applied to fully pre-emptive rights issues only. In accordance with this guidance issued by The Investment Association, the authority in paragraph (ii) of the Resolution permits the directors to allot shares, or to grant rights to subscribe for, or convert any security into, shares in the Company only in connection with a rights issue, up to a nominal value of £1,260,038, as reduced by the nominal amount of any shares issued under paragraph (i) of the Resolution. This amount (before any reduction) represents approximately two-thirds of the Company's issued ordinary share capital as at the Latest Practicable Date.

The directors have no present intention of exercising this authority, which would expire at the conclusion of the next AGM or, if earlier, 15 months from the date on which the Resolution is passed, other than (under paragraph (i)) in respect of the Company's share option schemes. This authority supersedes all previous authorities and the directors intend to seek its renewal at next year's AGM. At the date of this Notice, no shares are held by the Company in Treasury.

RESOLUTION 12: DISAPPLICATION OF PRE- EMPTION RIGHTS

Under section 561 of the Act, if the directors wish to allot any equity securities for cash, or sell any treasury shares, (other than in connection with an employee share plan), they must, in the first instance, offer them to existing shareholders in proportion to their holdings (a 'pre-emptive offer'). There may be occasions, however, when the directors need the flexibility to allot shares for cash, or sell treasury shares, without a pre-emptive offer, which can be done under the Act if the shareholders have first waived their pre-emption rights by special resolution.

The effect of Resolution 12, if passed, would be to enable the directors to issue shares for cash (or sell shares held as treasury shares) up to an aggregate nominal amount not exceeding £94,503 (being equal to 5% of the Company's issued ordinary share capital as at the Latest Practicable Date) without first offering them to existing shareholders on a proportional basis.

In respect of the power granted under Resolutions 12 and 13, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company should not take place without prior consultation with shareholders. Unless renewed,

this power would expire when the authority given by Resolution 11 to allot shares expires (whether or not renewed) or is revoked (if this is earlier) and the directors intend to seek its renewal at next year's AGM.

The Directors have no present intention to exercise the authority conferred by this resolution.

RESOLUTION 13: ADDITIONAL DISAPPLICATION OF PRE-EMPTION RIGHTS

The same considerations regarding the Act as detailed under the note to Resolution 12 apply to Resolution 13.

The effect of Resolution 13, if passed, would be to enable the directors to issue shares for cash (or sell shares held as treasury shares) up to an additional aggregate nominal amount not exceeding £94,503 (being equal to 5% of the Company's issued ordinary share capital as at the Latest Practicable Date) without first offering them to existing shareholders on a proportional basis.

In compliance with the Statement of Principles, the Directors confirm that they will not allot equity securities for cash, and/or sell treasury shares, on a non-pre-emptive basis pursuant to the authority in Resolution 13 other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Unless renewed, this power would expire when the authority given by Resolution 11 to allot shares expires (whether or not renewed) or is revoked (if this is earlier) and the directors intend to seek its renewal at next year's AGM.

The Directors have no present intention to exercise the authority conferred by this resolution.

RESOLUTION 14: AUTHORITY TO PURCHASE OWN SHARES

Under the Act, the Company requires authorisation from shareholders if it is to purchase its own shares.

Shareholder approval is being sought to renew the general authority to the Company to make market purchases of its own shares. The authority will be in respect of up to 37,801,164 ordinary shares (being equal to 10% of the Company's issued ordinary share capital as at the Latest Practicable Date). The resolution specifies the minimum and maximum prices at which the ordinary shares may be bought under this authority. It will be effective until the conclusion of the next AGM or, if earlier, 15 months from the date on which the Resolution is passed. If granted, the authority would only be exercised if an improvement in earnings per share was expected to result and the purchase would be in the best interests of shareholders generally. The Company has no present intention to purchase its own shares.

The Company has the choice of cancelling shares which have been repurchased or of holding them as treasury shares (or a combination of both). Treasury shares are essentially shares which have been repurchased by the Company and which it is allowed to hold pending either reselling them for cash, cancelling them or, if authorised, using them for the purposes of its employee share plans. The directors believe that it is desirable for the Company to have this choice. Holding the repurchased shares as treasury shares would give the Company the ability to resell or transfer them quickly and cost-effectively and would provide the Company with additional flexibility in the management of its capital base.

No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury). The company did not purchase any of its shares in the 18 months ended 31 October 2020.

The Company's issued share capital as at the Latest Practicable Date was £1,890,058 divided into 378,011,637 ordinary shares of 0.5p each. As at the Latest Practicable Date, the total number of voting rights in the Company was 378,011,637.

The total number of options over ordinary shares outstanding as at the Latest Practicable Date was 8,115,825, representing approximately 2.15% of the issued share capital. If the authority to buy back shares under this Resolution were exercised in full, the total number of options to subscribe for ordinary shares outstanding as at the Latest Practicable Date would, assuming no further ordinary shares are issued, represent approximately 2.39% of the issued share capital.

RESOLUTION 15: AUTHORISATION OF PAYMENT TO EX-DIRECTOR

Shareholder approval is being sought to amend the existing directors' remuneration policy approved at the 2017 AGM to enable a former director of the Company, Eric Mergui ('Mr Mergui'), to retain a termination payment that was made to him on ceasing employment with the Group in addition to a separate payment in lieu of notice.

Mr Mergui originally joined the Photo-Me Group in 1995 and became the Company's Chief Operating Officer in 2015. He was a director of the Company from 2 May 2018 until 12 July 2020.

Mr Mergui was employed under a global employment contract (the 'Global Employment Contract') governed by Belgian law. The Company has taken advice from Belgian lawyers through its UK legal advisers.

Article 10 of the Global Employment Contract provided for Mr Mergui's employment to be terminated in accordance with Belgian law. On the basis that the Company terminated Mr Mergui's employment with immediate effect in September 2020, he was entitled under Belgian law to a payment in lieu of notice and the Company paid Mr Mergui a payment in lieu of notice of 43 weeks' salary (€448,593).

Article 10 of the Global Employment Contract also provided for Mr Mergui to receive an additional payment of one year's remuneration (being €550,800) in the event of dismissal (the 'Additional Payment'). On the basis that the Belgian law governed terms of the Global Employment Contract provided for Mr Mergui to receive the Additional Payment in addition to the payment in lieu of notice, the Company paid the Additional Payment to Mr Mergui.

The Company is aware that the wording of the Company's current directors' remuneration policy, which was approved by shareholders at the Company's 2017 AGM, before Mr Mergui became a director of the Company (on 2 May 2018), may not cover the making of the Additional Payment.

The Company is, therefore, requesting shareholders to approve an amendment to the existing directors' remuneration policy to enable Mr Mergui to retain the benefit of the Additional Payment of €550,800 that the Company paid to him under the terms of the Global Employment Contract (governed by Belgian law).

This document comprises the memorandum required by Chapter 4A of the Companies Act 2006 (section 226D) and will be available at the meeting itself; at the Company's registered office for inspection by the members of the Company for no less than 15 days ending with the date of the meeting at which the resolution will be considered; and on the Company's website <https://photo-me.com> from the first day on which it is made available at the Company's registered office until the Company's next accounts meeting.