The Chairman

Zoo Digital Group plc

Floor 7

City Gate

8 St Marys Gate

Sheffield

S1 4LW

21 September 2020

Dear Sir

**ANNUAL GENERAL MEETING TO BE HELD 4:00PM WEDNESDAY 23 SEPTEMBER 2020**

**HELD AT: ZOO DIGITAL GROUP PLC, FLOOR 7, CITY GATE, 8 ST MARYS GATE, SHEFFIELD**

We hereby certify that we have evaluated the proxies for the Annual General Meeting of the Company to be held at 4:00PM on Wednesday 23 September 2020. The votes were cast as follows in respect of shareholders who have appointed the Chairman of the meeting as their proxy:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Resolution | For | Against | Discretion to Chairman | Percentage of Voting Rights | Withheld | Total |
| 01 | 46,766,340 | Nil | 140 | 0.0002% | 203,805 | 46,970,285 |
| 02 | 35,790,487 | 10,975,639 | 140 | 0.0002% | 204,019 | 46,970,285 |
| 03 | 46,765,883 | 457 | 140 | 0.0002% | 203,805 | 46,970,285 |
| 04 | 46,765,883 | 457 | 140 | 0.0002% | 203,805 | 46,970,285 |
| 05 | 46,765,807 | 533 | 140 | 0.0002% | 203,805 | 46,970,285 |
| 06 | 46,760,339 | 5,800 | 140 | 0.0002% | 204,006 | 46,970,285 |
| 07 | 46,760,280 | 5,925 | 140 | 0.0002% | 203,940 | 46,970,285 |
| 08 | 44,514,423 | 2,241,358 | 140 | 0.0002% | 214,364 | 46,970,285 |
|  |  |  | Total Voting Rights | 74,547,271 |  |  |

The Chairman’s attention is drawn to the enclosed guidance notes in accordance with the Disclosure Rules and Transparency Rules.

Kind Regards

Susie Thoroughgood

Mrs Susie Thoroughgood, Senior Client Manager