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THE COMMUNICATION OF THIS ANNOUNCEMENT AND ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE REX RETAIL OFFER AS A FINANCIAL PROMOTION IS ONLY BEING MADE TO, AND MAY ONLY BE ACTED UPON BY, THOSE PERSONS IN THE UNITED KINGDOM FALLING WITHIN ARTICLE 43 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (WHICH INCLUDES AN EXISTING MEMBER OF ZINC MEDIA GROUP PLC). ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS ANNOUNCEMENT RELATES IS AVAILABLE ONLY TO SUCH PERSONS AND WILL BE ENGAGED IN ONLY WITH SUCH PERSONS. THIS ANNOUNCEMENT IS FOR INFORMATIONAL PURPOSES ONLY, AND DOES NOT CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF AN OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY SECURITIES OF ZINC MEDIA GROUP PLC.

03 August 2022

Zinc Media Group plc

REX Retail Offer

Zinc Media Group plc ("**Zinc Media**" or the "**Company**") is pleased to announce a retail offer via REX (the "**REX Retail Offer**") of ordinary shares of 0.125p each ("**Ordinary Shares**") in the capital of the Company (the "**REX Retail Offer Shares**") at an issue price of 100 pence per REX Retail Offer Share (the "**Issue Price**"). The Issue Price represents a discount of approximately 7.0 per cent. to the closing mid-price of the Ordinary Shares on 2 August 2022.

In addition to the REX Retail Offer, the Company is also conducting a placing of new Ordinary Shares through an accelerated bookbuild process (the "**Placing**") (the "**Placing Shares**" and together with the REX Retail Offer Shares, the "**New Ordinary Shares**") at the Issue Price.

A separate announcement has been made regarding the Placing and its terms which also includes details regarding the proposed acquisition by the Company of the entire issued and to be issued share capital of The Edge Picture Co Limited (the "**Acquisition**") and the resolutions (the "**Resolutions**") required to implement the Placing, the REX Retail Offer and the Acquisition being duly passed by Shareholders at the general meeting proposed to be held at the offices of Singer Capital Markets, 1 Bartholomew Lane, London, EC2N 2AX at 11.00 a.m. on 22 August 2022 (the "**General Meeting**"). A circular, containing further details of the Placing, the REX Retail Offer and the Acquisition and convening the General Meeting in order to pass the Resolutions (the "**Circular**"), is expected to be despatched to Shareholders on or around 4 August 2022 and the Circular, once published, will be available on the Company's website at www.zincmedia.com.

For the avoidance of doubt, the REX Retail Offer is not part of the Placing.

The REX Retail Offer and the Placing are conditional, *inter alia*, on the New Ordinary Shares being admitted to trading on AIM ("**Admission**"). Admission is expected to take place at 8.00

a.m. on 23 August 2022. Completion of the REX Retail Offer is conditional, inter alia, upon the completion of the Placing.

The Directors intend to use the net proceeds of the REX Retail Offer and the Placing to principally finance the initial cash consideration due in respect of the Acquisition together with the associated transaction costs and to provide additional growth capital for the Company and its subsidiary undertakings following completion of the Acquisition.

REX Retail Offer

The Company values its retail shareholder base and believes that it is appropriate to provide its existing retail shareholders in the United Kingdom the opportunity to participate in the REX Retail Offer.

Therefore the Company is making the REX Retail Offer open to eligible investors in the United Kingdom following release of this announcement through the financial intermediaries listed below.

Existing shareholders can contact their broker or wealth manager to participate in the REX Retail Offer. The following Intermediaries have already confirmed their participation in the offer:

- AJ Bell Securities Ltd
- Hargreaves Lansdown Asset Management Limited
- Interactive Investor Services Limited

The REX Retail Offer is expected to close at the same time as the Placing closes. Eligible shareholders should note that financial intermediaries may have earlier closing times.

Retail brokers wishing to participate in the REX Retail Offer on behalf of existing retail shareholders, should contact info@rexretail.com. The offer will close later today subject to the bookrunner's discretion.

To be eligible to participate in the REX Retail Offer, applicants must be a customer of at least one of the intermediaries listed above, that are, as at the date hereof or will be, prior to placing an order for REX Retail Offer Shares, shareholders in the Company which may include individuals aged 18 years or over, companies and other bodies corporate, partnerships, trusts, associations and other unincorporated organisations.

There is a minimum subscription of £50 per applicant. The terms and conditions on which applicants subscribe will be provided by the relevant financial intermediaries including relevant commission or fee charges.

The Company reserves the right to scale back any order under the REX Retail Offer at its sole discretion. The Company reserves the right to reject any application for subscription under the REX Retail Offer without giving any reason for such rejection.

It is vital to note that once an application for REX Retail Offer Shares has been made by an investor and accepted via an intermediary, it cannot be withdrawn.

It is a term of the REX Retail Offer that the total value of the REX Retail Offer Shares available for subscription at the Issue Price does not exceed £250,000.

The REX Retail Offer Shares will, when issued, be free of all liens, charges and encumbrances and will, when issued and fully paid, be credited as fully paid and rank pari passu in all respects with the Company's existing Ordinary Shares including the right to receive all dividends and other distributions declared, made or paid after their date of issue.

The REX Retail Offer is offered in the United Kingdom under the exemption against the need for a prospectus in section 86(1)(e) of FSMA. As such, there is no need for publication of a prospectus pursuant to the Prospectus Regulation Rules of the Financial Conduct Authority, or for approval of the same by the Financial Conduct Authority. The REX Retail Offer is not being made into any jurisdiction other than the United Kingdom.

No offering document, prospectus or admission document has been or will be prepared or submitted to be approved by the Financial Conduct Authority (or any other authority) in relation to the REX Retail Offer, and investors' commitments will be made solely on the basis of the information contained in this announcement and information that has been published by or on behalf of the Company prior to the date of this announcement by notification to a Regulatory Information Service in accordance with the Financial Conduct Authority's Disclosure Guidance and Transparency Rules, the Market Abuse Regulation (EU Regulation No. 596/2014) ("**MAR**") and MAR as it forms part of United Kingdom law by virtue of the European Union (Withdrawal) Act 2018 (as amended).

Investors should make their own investigations into the merits of an investment in the Company. Nothing in this announcement amounts to a recommendation to invest in the Company or amounts to investment, taxation or legal advice.

It should be noted that a subscription for REX Retail Offer Shares and investment in the Company carries a number of risks. Investors should take independent advice from a person experienced in advising on investment in securities such as the REX Retail Offer Shares if they are in any doubt.

An investment in the Company will place capital at risk. The value of investments, and any income, can go down as well as up, so investors could get back less than the amount invested.

Neither past performance nor any forecasts should be considered a reliable indicator of future results.

For further information, please contact:

Zinc Media Group plc

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Mark Browning (Chief Executive Officer)
Will Sawyer (Chief Financial Officer)

REX

Email: info@rexretail.com

Further information on the Company can be found on its website at www.zincmedia.com.

The Company's LEI is 21380038V6N4I4P38D74.

This announcement should be read in its entirety. In particular, the information in the "Important Notices" section of the announcement should be read and understood.

Important Notices

The content of this announcement, which has been prepared by and is the sole responsibility of the Company.

This announcement and the information contained herein is not for release, publication or distribution, directly or indirectly, in whole or in part, in or into or from the United States (including its territories and possessions, any state of the United States and the District of Columbia (the "**United States**" or "**US**")), Australia, Canada, the Republic of Ireland, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. Persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The REX Retail Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**US Securities Act**") or under the applicable state securities laws of the United States and may not be offered or sold directly or indirectly in or into the United States. No public offering of the REX Retail Offer Shares is being made in the United States. The REX Retail Offer Shares are being offered and sold outside the United States in "offshore transactions", as defined in, and in compliance with, Regulation S under the US Securities Act. In addition, the Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended.

This announcement does not constitute an offer to sell or issue or a solicitation of an offer to buy or subscribe for REX Retail Offer Shares in the United States, Australia, Canada, the Republic of Ireland, Japan, the Republic of South Africa, any member state of the EEA or any other jurisdiction in which such offer or solicitation is or may be unlawful. No public offer of the securities referred to herein is being made in any such jurisdiction.

REX is a proprietary technology platform owned and operated by Peel Hunt LLP (registered address at 7th Floor, 100 Liverpool Street, London EC2M 2AT; FRN 530083). Peel Hunt LLP ("**Peel Hunt**") is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company and for no-one else and will not regard any other person (whether or not a recipient of this announcement) as its client in relation to the REX Retail Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in connection with the REX Retail Offer, Admission and the other arrangements referred to in this announcement.

The value of Ordinary Shares and the income from them is not guaranteed and can fall as well as rise due to stock market movements. When you sell your investment, you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

Certain statements in this announcement are forward-looking statements which are based on the Company's expectations, intentions and projections regarding its future performance, anticipated events or trends and other matters that are not historical facts. These forward-looking statements, which may use words such as "aim", "anticipate", "believe", "intend", "estimate", "expect" and words of similar meaning, include all matters that are not historical facts. These forward-looking statements involve risks, assumptions and uncertainties that could cause the actual results of operations, financial condition, liquidity and dividend policy and the development of the industries in which the Company's businesses operate to differ materially from the impression created by the forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks,

uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Given those risks and uncertainties, prospective investors are cautioned not to place undue reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this announcement and cannot be relied upon as a guide to future performance. The Company and Peel Hunt expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Conduct Authority, the London Stock Exchange or applicable law.

The information in this announcement is for background purposes only and does not purport to be full or complete. None of Peel Hunt or any of its affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. Peel Hunt and its affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or its contents or otherwise arising in connection therewith.

Any indication in this announcement of the price at which the Ordinary Share have been bought or sold in the past cannot be relied upon as a guide to future performance. Persons needing advice should consult an independent financial adviser. No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings or target dividend per share of the Company for the current or future financial years would necessarily match or exceed the historical published earnings or dividends per share of the Company.

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement. The REX Retail Offer Shares to be issued or sold pursuant to the REX Retail Offer will not be admitted to trading on any stock exchange other than the London Stock Exchange.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**Directive 2014/65/EU**"); (b) Articles 9 and 10 of MiFID II; and (c) local implementing measures; and/or (d) (where applicable to UK investors or UK firms) the relevant provisions of the UK statutory instruments implementing Directive 2014/65/EU and Commission Delegated Directive (EU) 2017/593, Regulation (EU) No 600/2014 of the European Parliament, as they form part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended (together, the "**UK MiFID Laws**") (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the REX Retail Offer Shares have been subject to a product approval process, which has determined that the REX Retail Offer Shares are: (i) compatible with an end target market of retail investors who do not need a guaranteed income or capital protection and investors who meet the criteria of professional clients and eligible

counterparties, each as defined in Directive 2014/65/EU and the UK MiFID Laws (as applicable) (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the REX Retail Offer Shares may decline and investors could lose all or part of their investment; the REX Retail Offer Shares offer no guaranteed income and no capital protection; and an investment in the REX Retail Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the REX Retail Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Peel Hunt LLP will only contact prospective applicants for participation in the REX Retail Offer who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Directive 2014/65/EU or the UK MiFID Laws; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the REX Retail Offer Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the REX Retail Offer Shares and determining appropriate distribution channels.

It is further noted that the REX Retail Offer is only open to investors in the United Kingdom.