THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should consult your bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 who specialises in advising in connection with dealing in shares and other securities.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document together with the accompanying Proxy Form as soon as possible to the purchaser or transferee or to the agent through whom the sale or transfer is or was effected for onward transmission to the purchaser or transferee. However, you should not forward or transmit such documents in or into any jurisdiction in which to do so would constitute a violation of that jurisdiction's relevant laws. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain this document and the accompanying Proxy Form.

This Circular is being sent to you solely for the purpose of convening the General Meeting referred to below and to provide information to you as a Shareholder to help you to decide how to cast your vote in respect of the Resolution. No reliance may be placed on this Circular for any other purpose.

The Directors, whose names appear at the start of the letter from the Non-Executive Chairman of the Company set out in this document, accept responsibility, collectively and individually, for the information contained in this document. To the best of the knowledge and belief of each of the Directors (who have all taken reasonable care to ensure that such is the case) the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

ONE MEDIA IP GROUP PLC

(Registered in England and Wales with registered number 05799897)

PROPOSED DISPOSAL OF ONE MEDIA IP LIMITED AND NOTICE OF GENERAL MEETING

This Circular should be read in its entirety. Your attention is drawn to the letter from the Non-Executive Chairman of the Company which is set out in Part 2 (*Letter from the Non-Executive Chairman*) of this Circular, which includes a unanimous recommendation that you vote in favour of the Resolution to be proposed at the General Meeting to be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 9th Floor, 107 Cheapside, London EC2V 6DN, at 11.00 a.m. on Friday 11 December 2026.

The Directors consider the Disposal to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that Shareholders vote in favour of the Resolution.

Notice of the General Meeting is set out at the end of this document. A Proxy Form for use in connection with the General Meeting accompanies this document and should be completed by Shareholders and returned to the Registrar in accordance with the instructions set out in the Proxy Form as soon as possible and in any event to be received by no later than 11.00 a.m. on Wednesday 9 December 2026. Completion and return of a Proxy Form will not preclude a Shareholder from attending and voting in person at the General Meeting should they subsequently wish to do so.

All voting on the Resolution at the General Meeting will be conducted on a poll, which means that you should submit your Proxy Form as soon as possible. There will be a limited opportunity to submit a separate poll card in a short interval after the General Meeting formally concludes. To be valid, the Proxy Form accompanying this document must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX as soon as possible, but in any event not later than 11.00 a.m. on Wednesday 9 December 2026.

A copy of this Circular will be available for inspection at the registered office of the Company (623 East Props Building, Pinewood Studios, Pinewood Road, Iver Heath, Bucks SL0 0NH) during normal business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Circular until the conclusion of the General Meeting, and will also be available for inspection for 15 minutes before and during the General Meeting at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 9th Floor, 107 Cheapside, London EC2V 6DN.

IMPORTANT NOTICES

Please read the whole of this Circular. A summary of the action to be taken by Shareholders is set out in paragraph 7 of Part 2 (*Letter from the Non-Executive Chairman*) of this Circular and in the accompanying Notice of General Meeting.

Cairn Financial Advisers LLP ("**Cairn**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**"), is acting as nominated adviser to the Company and for no-one else in connection with the matters set out in this Circular and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cairn or for affording advice in relation to the contents of this Circular or any matters referred to herein. Cairn is not responsible for the contents of this Circular. This does not exclude or limit any responsibilities which Cairn may have under FSMA or the regulatory regime established thereunder.

Cautionary note regarding forward-looking statements

This Circular includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this Circular and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets and the use of proceeds arising from the Disposal. By their nature, forward-looking statements involve risk and uncertainty because they

relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements. Any forward-looking statements in this Circular are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this Circular that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this Circular.

Notice to overseas persons

The distribution of this Circular and/or the Proxy Form in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Presentation of financial information

Certain data in this Circular, including financial, statistical and operational information, has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this Circular, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom. Neither the content of any website referred to in this Circular nor any hyperlinks on such website is incorporated in, or forms part of, this Circular. Certain terms used in this Circular, including capitalised terms and certain technical and other items, are defined in the "Definitions" section of this Circular.

Dated 23 November 2026

How to vote

Your votes matter. Please vote your Ordinary Shares by appointing the Chairman of the General Meeting as your proxy. You can vote online by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions. Shareholders who hold their shares through CREST may appoint a proxy or proxies through the CREST electronic proxy appointment service. The Proxy Form must be received by 11.00 a.m. on Wednesday 9 December 2026.

All voting at the General Meeting will be held on a poll in accordance with the provisions of the Articles, so you can rest assured that your vote will count. You will be able to submit a poll card (if you wish to change your vote or have not voted prior to the General Meeting) in a short window after the General Meeting has formally closed.

How to speak

If you wish to raise a question at the General Meeting, we ask that you submit your question in advance. We would politely remind you that the Directors will not answer questions relating to the individual rights of Shareholders at the General Meeting itself, but if you wish to submit such a question by email, we will respond to the extent we are able. Please submit any questions by email to gm@onemediaip.com with the subject line "General Meeting Question".

If you choose to submit a question, we will confirm to you at least 48 hours in advance of the General Meeting that the question will be addressed. Unless you specifically request otherwise, the Chairman of the General Meeting will put your question to the General Meeting and identify you by name as the person who has put the question. Conducting the General Meeting in this way will allow everyone present to clearly hear the question.

In addition, there will be a short period at the start of the General Meeting for additional questions, but we would be very grateful if any matters could be raised in advance, as this will enable questions to be dealt with expediently.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS 6
Part 1 DEFINITIONS 7
Part 2 LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF THE COMPANY 11
Part 3 PRINCIPAL TERMS OF THE DISPOSAL 18
Part 4 NOTICE OF GENERAL MEETING 21
Shareholder notes 22
Contact details 26

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2026
Publication and posting of this Circular	23 November
Latest time and date for receipt of Proxy Forms and CREST voting instructions for the General Meeting	11.00 a.m. on Wednesday 9 December
General Meeting	11.00 a.m. on Friday 11 December
Announcement of results of General Meeting	Friday 11 December
Expected date of Completion of the Disposal (subject to the passing of the Resolution at the General Meeting)	Friday 18 December

If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders through a Regulatory Information Service.
All references to time in this document are to London time, unless otherwise stated.
All events following the General Meeting are conditional on the passing of the Resolution.

Part 1
DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

Act	the Companies Act 2006
AIM	the AIM market operated by the LSE
AIM Rules	the AIM Rules for Companies published by the LSE governing admission to and operation of AIM
AIM Rule 15 Cash Shell	an AIM company that falls within the 'Divestment or Cessation' section of AIM Rule 15
Articles	the Company's articles of association from time to time
ATC	ATC Music Group plc, a public limited company incorporated in England and Wales with registered number 13411674
ATC Shares	ordinary shares in the capital of ATC to be issued to the Company pursuant to the Sale and Purchase Agreement
Board or Directors	the board of directors of the Company
Business Day	any day other than a Saturday, Sunday or public holiday on which banks are open in the City of London for the transaction of general commercial business
Circular	this document
Company or OMIP	One Media iP Group plc, a public limited company incorporated in England and Wales with registered number 05799897 and having its registered office at 623 East Props Building, Pinewood Studios, Pinewood Road, Iver Heath, Bucks, SL0 0NH
Completion	completion of the Disposal in accordance with the Sale and Purchase Agreement
CREST	the relevant system (as defined in the Uncertificated Securities Regulations 2001) in

	respect of which Euroclear UK & International Limited is the operator
Disposal	the proposed sale of the entire issued share capital of One Media iP Limited, the Company's wholly owned subsidiary, pursuant to the Sale and Purchase Agreement
Disposal Record Time	6.00 p.m. on 9 December 2026
Escrow Period	the period of 24 months following Completion during which the ATC Shares will be held in escrow pursuant to the Sale and Purchase Agreement
Existing Ordinary Shares	the Ordinary Shares in issue at the date of this Circular
FSMA	the Financial Services and Markets Act 2000
General Meeting or GM	the general meeting of the Company to be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 9th Floor, 107 Cheapside, London EC2V 6DN at 11.00 a.m. on Friday 11 December 2026, or any adjournment thereof, notice of which is set out in the Notice of General Meeting
Group	the Company and its subsidiary undertakings (as defined in the Act)
HMRC	HM Revenue & Customs
Irrevocable Undertakings	the irrevocable undertakings from the Shareholder Directors and certain other Shareholders to vote (and to procure that the relevant registered holder(s) vote) in favour of the Resolution in respect of their Ordinary Shares, details of which are set out in paragraph 8 of Part 2 (*Letter from the Non-Executive Chairman*) of this document
Latest Practicable Date	the latest practicable date prior to the publication of this document, being 20 November 2026
Liabilities	all liabilities relating to One Media iP Limited, other than liabilities due within one year relating

	to trade payables, employer related costs and certain convertible loan note arrangements
Longstop Date	the date falling 30 Business Days after the date of the Sale and Purchase Agreement (or such other date as the parties to the Sale and Purchase Agreement may agree in writing)
LSE	London Stock Exchange plc
Notice of General Meeting	the notice of the General Meeting set out at the end of this document
OMIPL	One Media iP Limited, a private limited company incorporated in England and Wales with registered number 05536271
Ordinary Shares	ordinary shares of nominal value 0.5 pence each in the capital of the Company
Proposals	together the Disposal and any distribution in respect of the ATC Shares as described in this document
Proxy Form	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting
Purchaser	ATC Rights 1 Ltd, a private limited company incorporated in England and Wales with registered number 17366083 and a wholly owned subsidiary of ATC
Register	the Company's register of members
Registrar	the Company's registrar, being Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX
Regulatory Information Service	has the meaning given to it in the AIM Rules
Resolution	the ordinary resolution to be proposed at the General Meeting to approve the Disposal for the purposes of AIM Rule 15, as set out in the Notice of General Meeting
Sale and Purchase Agreement	the conditional sale and purchase agreement dated 23 November 2026 between: (i) the Company; (ii) the Purchaser; (iii) ATC, as

	guarantor; and (iv) OMIPL, giving effect to the sale of One Media iP Limited, the Company's wholly owned subsidiary
Shareholder(s)	holder(s) from time to time of Ordinary Shares (excluding the Company)
Shareholder Directors	those Directors who hold Ordinary Shares, being Michael Infante, Claire Blunt and Steve Gunning
UK	the United Kingdom of Great Britain and Northern Ireland

Part 2 LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF THE COMPANY

ONE MEDIA IP GROUP PLC

(Registered in England and Wales with registered number 05799897)

Directors:		***Registered Office:***
Claire Blunt	*Independent Non-Executive Chairman*	623 East Props Building, Pinewood Studios, Pinewood Road, Iver Heath, Bucks, SL0 0NH
Michael Infante	*Chief Executive Officer*	
Steve Gunning	*Chief Financial Officer*	
Mark Adams	*Independent Non-Executive Director*	

23 November 2026

To Shareholders of One Media iP Group plc and (for information only) to holders of share options in the Company

Dear Shareholder

PROPOSED DISPOSAL OF ONE MEDIA IP LIMITED AND NOTICE OF GENERAL MEETING

1. INTRODUCTION

The Company announced today that it has conditionally agreed to sell the entire issued share capital of its wholly owned subsidiary, One Media iP Limited ("**OMIPL**"), to ATC Rights 1 Ltd (the "**Purchaser**"), a wholly owned subsidiary of ATC Music Group plc ("**ATC**"), for a total consideration of £15.0 million, and has entered into the Sale and Purchase Agreement. The consideration is payable entirely in cash and comprises a base cash consideration of £15,000,000 (subject to customary completion accounts adjustments for cash, debt and working capital), of which £1,000,000 will be applied, on the Company's behalf, in subscription for new ordinary shares in ATC ("**ATC Shares**") at a fixed price of £1.72 per ATC Share.

In view of the size of the Disposal relative to the Company, the Disposal is deemed to result in a fundamental change of the business of the Company for the purpose of AIM Rule 15 and it is therefore conditional upon the approval of Shareholders.

Following Completion, the Company will become an AIM Rule 15 Cash Shell with no material trading business, activities or assets other than the cash proceeds from the Disposal and the ATC Shares. Following Completion, the Board intends to return a substantial proportion of the net cash proceeds of the Disposal to Shareholders, and it

is intended that the Company will seek an opportunity to conduct a transaction that would be categorised as a reverse takeover pursuant to the AIM Rules.

Under the AIM Rules, an AIM Rule 15 Cash Shell is required to make an acquisition or acquisitions which constitute a reverse takeover under AIM Rule 14 within six months of becoming an AIM Rule 15 Cash Shell. In the event the Company does not complete a reverse takeover under AIM Rule 14 within such six-month period or seek readmission to trading on AIM as an investing company pursuant to AIM Rule 8, the Company's Ordinary Shares may be suspended from trading pursuant to AIM Rule 40. If trading in the Ordinary Shares has been suspended for six months, admission to trading on AIM of the Company's Ordinary Shares may be cancelled pursuant to AIM Rule 41. There can be no assurance that a suitable transaction will be identified or completed.

This Circular: (a) sets out the background to, reasons for and consequences of the Disposal; (b) explains why the Directors consider the Disposal to be in the best interests of the Company and its Shareholders as a whole; (c) sets out the Board's intentions for the Company following Completion; (d) provides details of the General Meeting and the Resolution to be proposed at that General Meeting; and (e) explains why the Directors unanimously recommend that you vote in favour of the Resolution, as the Shareholder Directors have irrevocably undertaken to do in respect of their own beneficial interests in the Ordinary Shares.

2. BACKGROUND TO AND REASONS FOR THE DISPOSAL

2.1 *Information on OMIPL*

OMIPL is a company incorporated in England and Wales in 2005 and is the Company's only operating subsidiary. It is a digital music rights acquirer, publisher and distributor whose catalogue of over 400,000 assets spans master recordings of music, video and spoken word, composition rights and producer and writer royalties across genres from classical to country, soul and pop, including recordings from Don Williams. OMIPL makes its content available through more than 600 digital stores worldwide, operates over 20 YouTube channels as a certified partner, and has an established royalty ingestion and accounting platform.

2.2 *Background to the Disposal*

It is the Directors' belief that one of the most significant challenges faced by the Company is its ability to continue to secure the required deal-flow and access to capital that is appropriate to a business which needs, in the opinion of the Board, to be of a larger scale to deliver significant returns to Shareholders. In the opinion of the Directors, the Company's share price performance over the past 5 years has failed to match the underlying performance of the business and the costs of remaining traded on AIM have increased materially. In a higher interest rate environment, driven by factors beyond those of the domestic economy, the Company's ability to generate returns on capital above the return on cash deposits is limited.

Over the past 5 years, the share price has fallen from a high of 8.75 pence to 4.5 pence as at the Latest Practicable Date, a decline of approximately 49.1 per cent., despite business

performance and fundamentals remaining consistent and profitable (save for the impact of exceptional items in 2024), giving a market capitalisation of approximately £9.9 million.

For the financial year ended 31 October 2025, the audited accounts of the Group showed revenue of £4.8 million and profit before tax of £0.8 million, and gross assets at 31 October 2025 were £14.9 million. For the same period, OMIPL contributed revenue of £4.8 million and profit before tax of £0.9 million (£1.9 million before intercompany charges with the Company) to the Group, and had gross assets of £13.6 million as at 31 October 2025.

The Board has concluded that the optimal solution to maximise shareholder value is to dispose of the Company's principal trading subsidiary, OMIPL, and return cash proceeds to Shareholders.

2.3 *Reasons for the Disposal*

The Company initiated a strategic review and an exploratory sale process for OMIPL in 2025, consistent with its disciplined approach to capital allocation and value realisation. Following active dialogue with a number of interested parties and a period of negotiation, the Company has now agreed terms with ATC in respect of the Disposal.

2.4 *Information on the Purchaser*

The Purchaser is a private limited company incorporated in England and Wales (registered number 17366083) and a wholly owned subsidiary of ATC Music Group plc, an AIM-quoted independent music company providing an end-to-end artist services platform spanning talent management, live touring, merchandising, e-commerce and digital engagement. ATC has today separately announced the acquisition of OMIPL, together with a proposed equity fundraising and a new acquisition facility.

2.5 *Summary terms of the Disposal*

ATC has conditionally agreed, through the Purchaser, to acquire OMIPL, pursuant to the Sale and Purchase Agreement. The Disposal will be effected through the sale of all the shares in OMIPL for a total cash consideration of £15.0 million (subject to adjustment), of which £1 million will be applied, on the Company's behalf, in subscription for ATC Shares at Completion. The Company owns 100 per cent. of the ordinary shares in OMIPL.

The Disposal is conditional on the passing of the Resolution at the General Meeting and certain other customary conditions, further details of which are set out in Part 3 (*Principal Terms of the Disposal*) of this Circular. Completion of the Disposal is currently expected to occur in Q4 2026. Should Shareholders not approve the Resolution, the Sale and Purchase Agreement will not complete.

The ATC Shares will be held in escrow for the Escrow Period as security for certain claims under the Sale and Purchase Agreement (as described in Part 3 (*Principal Terms of the Disposal*) of this Circular). On expiry of the Escrow Period, any ATC Shares remaining (after satisfaction of any claims) will be released to the Company. The Board will then determine whether to make a distribution to Shareholders in respect of those ATC Shares and, if so,

whether to: (i) distribute the ATC Shares *in specie* to Shareholders *pro rata* to their holdings of Ordinary Shares pursuant to section 845 of the Act (with fractional entitlements rounded down and aggregated for sale), subject to any Shareholder receiving more than 5 per cent. of the ATC Shares entering into an orderly market agreement; or (ii) sell the ATC Shares through ATC's broker in accordance with the orderly market arrangements and distribute the net cash proceeds of that sale to Shareholders *pro rata*. Entitlement to any such distribution will be determined by reference to holdings of Ordinary Shares on the Register at the Disposal Record Time, notwithstanding that any distribution will only take place following expiry of the Escrow Period. Accordingly, persons who become Shareholders after the Disposal Record Time (including in connection with any reverse takeover) will not be entitled to participate in any such distribution. In making that determination, the Board will have regard to the Company's circumstances and requirements at that time (including any reverse takeover transaction then being pursued), the prevailing market for ATC Shares and the tax position of Shareholders, and any distribution will be subject to the Company having sufficient distributable reserves at the relevant time and to any Shareholder approval then required. Shareholders should note that there can be no certainty as to the number or value of ATC Shares (if any) remaining at the end of the Escrow Period, the form any distribution may take, or whether any distribution will be made. Any such distribution will be separate from any return of the cash proceeds of the Disposal described in paragraph 3 below.

Further information on the Disposal is set out in Part 3 (*Principal Terms of the Disposal*) of this Circular.

3. USE OF PROCEEDS AND THE COMPANY FOLLOWING COMPLETION

3.1 *Use of proceeds*

Following Completion, the Company will hold the net cash proceeds of the Disposal. It is anticipated that, following Completion, the Company will hold cash of approximately £14.6 million.

The Board intends to return a substantial proportion of the net cash proceeds of the Disposal to Shareholders, after allowing for a residual balance of approximately £1.1 million to be retained by the Company to fund its ongoing operations as an AIM Rule 15 Cash Shell while it pursues a transaction which would constitute a reverse takeover. On the basis of the information currently available to it, the Board's present expectation is that any such return of capital could be in the region of 6 pence per Ordinary Share, although this is an indicative figure only and the final amount will depend on, among other things, the outcome of the completion accounts adjustments under the Sale and Purchase Agreement, the Company's costs and requirements at the relevant time and the structure of any return of capital. The Board is considering the most appropriate and efficient means of effecting any such return of capital, which may require further Shareholder approval. Further details will be published by the Company in due course and, where required, will be set out in a separate circular convening a further general meeting.

Shareholders are not being asked to approve any return of capital at the General Meeting, and there can be no certainty as to the timing, amount or structure of any such return of capital.

3.2 *Effect of the Disposal on the Group*

OMIPL is the Company's principal trading subsidiary. As described in paragraph 2 above, for the financial year ended 31 October 2025, OMIPL contributed revenue of £4.8 million and profit before tax of £0.9 million (£1.9 million before intercompany charges with the Company) to the Group, and had gross assets of £13.6 million as at 31 October 2025. Following Completion, the Group will no longer receive the revenues and profits generated by OMIPL, and the Company's assets will principally comprise cash, the ATC Shares (which will be held in escrow for the Escrow Period) and the £175,000 receivable from Round Group Limited.

3.3 *The Company following Completion*

Following Completion, the Company will be an AIM Rule 15 Cash Shell. The Board will remain in place to oversee the transition of OMIPL to the Purchaser, the management of the Company's residual assets and liabilities (including the ATC Shares during the Escrow Period), any return of capital to Shareholders and the identification and evaluation of potential reverse takeover opportunities. The Company will remain subject to the AIM Rules and will continue to meet its reporting obligations under the AIM Rules.

4. AIM RULE 15

In accordance with AIM Rule 15, the Disposal constitutes a fundamental change of business of the Company and in order to effect the Disposal the Company requires the approval of its Shareholders in the manner described in this Circular. The Disposal cannot be effected unless the Company receives the approval by the requisite majority of Shareholders.

The Resolution, which will be proposed as an ordinary resolution, requires more than 50 per cent. of the votes cast (whether in person or by proxy) to be in favour in order to be passed.

Subject to the requisite Shareholder approval being received at the General Meeting, on Completion, the Company will cease to own, control or conduct substantially all of its existing trading business, activities or assets. Following Completion, the Company will become an AIM Rule 15 Cash Shell. It is the Company's intention, once it becomes an AIM Rule 15 Cash Shell, to actively seek a transaction which would constitute a reverse takeover. If the Resolution is not passed, the Disposal will not complete and the Company will continue to own and operate OMIPL.

5. NON-UK SHAREHOLDERS

The distribution of this document may be restricted by law in certain jurisdictions. Persons into whose possession this document comes should inform themselves about and observe any such restrictions.

Shareholders who are not resident in the UK should note that they should satisfy themselves that they have fully observed any applicable legal requirements under the laws of their relevant jurisdictions in relation to the Proposals.

6. GENERAL MEETING

A notice is set out at the end of this Circular convening the General Meeting which is to be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 9th Floor, 107 Cheapside, London EC2V 6DN at 11.00 a.m. on Friday 11 December 2026.

At the General Meeting, an ordinary resolution will be proposed to approve the Disposal for the purposes of AIM Rule 15. The Resolution requires more than 50 per cent. of the votes cast (whether in person or by proxy) to be in favour in order to be passed.

Shareholders are strongly encouraged to exercise their voting rights by completing and submitting a Proxy Form. It is highly recommended that Shareholders submit their Proxy Form as early as possible to ensure that their votes are counted at the General Meeting. Shareholders are strongly encouraged to appoint the Chairman of the General Meeting as their proxy to ensure that each Shareholder's vote will be counted.

7. ACTION TO BE TAKEN

Before the General Meeting

We ask and encourage Shareholders to vote for the Resolution by appointing the Chairman of the General Meeting as their proxy. Appointment of a proxy will not prevent you from attending, speaking and voting in person at the General Meeting, should you wish to do so. Whilst all Shareholders are entitled and welcome to attend and vote on the Resolution at the General Meeting, we would ask any Shareholder who wishes to attend in person to register their interest to do so by emailing the Company team at gm@onemediaip.com by 11.00 a.m. on 9 December 2026.

Accordingly, Shareholders are encouraged to complete the enclosed Proxy Form and return it by post to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.

To be valid, the Proxy Form or other instrument appointing a proxy must be received by 11.00 a.m. on Wednesday 9 December 2026 (or, in the event of any adjournment, 11.00 a.m. on the date which is 48 hours before the time of the adjourned meeting), or in the case of Ordinary Shares held through CREST, via the CREST system.

In accordance with the Articles, all of the voting at the General Meeting must be conducted on a poll and there will be no show of hands. This means that your votes will all be counted for all of the Ordinary Shares that you vote.

We will continue to offer Shareholders the opportunity to ask questions relating to the business of the General Meeting by email. Please remember to submit any questions in advance in accordance with the instructions on page 4 of this document by email to gm@onemediaip.com with the subject line "General Meeting Question".

If you wish to appoint a corporate representative, please contact the Registrar in the usual way.

On the day of the General Meeting

The General Meeting is scheduled to take place at 11.00 a.m. on Friday 11 December 2026.

The results of the General Meeting will be announced through a Regulatory Information Service and posted to the Company's website http://www.omip.co.uk/investor-relations/ on the day of the General Meeting. The full poll results will also be published on this website at the same time.

8. IRREVOCABLE UNDERTAKINGS

The Company has received Irrevocable Undertakings from Shareholders other than the Shareholder Directors to vote in favour of the Resolution, in respect of their entire holdings of 45,375,018 Ordinary Shares in aggregate, representing approximately 20.39 per cent. of the Company's issued share capital at the date of this Circular.

In addition, the Company has received Irrevocable Undertakings from the Shareholder Directors to vote in favour of the Resolution, in respect of their entire holdings of 26,328,177 Ordinary Shares in aggregate, representing approximately 11.84 per cent. of the Company's issued share capital at the date of this Circular.

Taken together, Irrevocable Undertakings have been received in respect of 71,703,195 Ordinary Shares, representing approximately 32.20 per cent. of the Company's issued share capital at the date of this Circular, and the Directors are therefore confident that the requisite majority needed to pass the Resolution will be achieved.

9. RECOMMENDATION

The Directors consider the Disposal to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolution, as the Shareholder Directors have irrevocably undertaken to do (or to procure to be done) in respect of their own beneficial holdings (or shareholdings they control) which, in aggregate, amount to 26,328,177 Ordinary Shares (representing approximately 11.84 per cent. of the Ordinary Shares in issue at the date of this Circular).

Yours faithfully

Claire Blunt
Non-Executive Chairman

Part 3
PRINCIPAL TERMS OF THE DISPOSAL

1. PARTICULARS OF THE TRANSACTION

On 23 November 2026, the Company, the Purchaser, ATC (as guarantor) and OMIPL entered into the Sale and Purchase Agreement in relation to the Disposal. The Purchaser has conditionally agreed to acquire the entire issued share capital of OMIPL, being 1,002 ordinary shares of £1.00 each, from the Company, and ATC has irrevocably and unconditionally guaranteed the Purchaser's payment and performance obligations under the Sale and Purchase Agreement. Completion of the Sale and Purchase Agreement is conditional on: (i) the passing of the Resolution at the General Meeting; (ii) the Company procuring either the written agreement of Vistex Record Maestro to novate to OMIPL the licence currently held between Vistex Record Maestro and the Company, or the grant by Vistex Record Maestro of a licence to OMIPL on substantially the same terms (a condition which the Purchaser may waive); (iii) the Company and/or OMIPL delivering to the Purchaser duly executed payment direction letters in relation to all of OMIPL's royalty payors; and (iv) the Company delivering to the Purchaser a duly executed acknowledgement of the assignment of the Purchaser's rights under the Sale and Purchase Agreement to the Purchaser's security agent. If the conditions are not satisfied (or, where applicable, waived) by the Longstop Date, being 30 Business Days after the date of the Sale and Purchase Agreement (or such other date as the parties may agree in writing), the Sale and Purchase Agreement will terminate automatically. Completion will take place five Business Days (or such other date as the Company and the Purchaser may agree in writing) after notification of the satisfaction or waiver of the last of the conditions and is expected to occur in Q4 2026.

2. PURCHASE PRICE

The consideration comprises a base cash consideration of £15,000,000, less the cost of the warranty and indemnity insurance policy, adjusted on a pound-for-pound basis for OMIPL's cash, debt and working capital (against a working capital target) as at 23:59 on 31 October 2026 (the "**Effective Time**"), and less any agreed or determined leakage. An estimated amount will be paid at Completion, with a balancing payment following the agreement or determination of completion accounts. In addition, the Purchaser will pay the Company an amount equivalent to interest at 2.5 per cent. above the Bank of England base rate on £14,000,000 (less the cost of the warranty and indemnity insurance policy) from the Effective Time to Completion, by way of adjustment to the consideration. At Completion, £1,000,000 of the consideration will be applied, on the Company's behalf, in subscription for ATC Shares at a fixed price of £1.72 per ATC Share.

It is anticipated that, following Completion, the Company will hold cash of approximately £14.6 million and will retain a receivable of £175,000 from Round Group Limited under its loan to Round Group Limited, which is to be repaid in full by 31 July 2027. Any amount received in respect of that receivable will be retained by the Company and may be applied for any proper corporate purpose.

3. OTHER KEY TERMS

The ordinary shares in OMIPL will be transferred with full title guarantee and free from all encumbrances.

The Company has given customary warranties relating to the business of OMIPL. The Company's liability for claims under those warranties, other than claims concerning fundamental matters, is limited as set out in the Sale and Purchase Agreement. ATC's sole recourse for those warranty claims will be under a warranty and indemnity insurance policy put in place by ATC at Completion and the ATC Shares which will be held in escrow for 24 months following Completion as security for any claims under the Sale and Purchase Agreement which are not covered by the warranty and indemnity insurance policy.

The Company has agreed to restrictions on soliciting and competing with OMIPL for three years from Completion.

The Company has agreed to customary protections in favour of ATC in respect of tax liabilities.

The Sale and Purchase Agreement is governed by English law.

4. ATC SHARES, ESCROW AND ORDERLY MARKET

At Completion, such number of ATC Shares as is equal to £1,000,000 divided by £1.72 (rounded down to the nearest whole ATC Share), being 581,395 ATC Shares, will be issued to the Company pursuant to a subscription agreement with ATC, credited as fully paid and ranking *pari passu* with existing ATC Shares.

ATC will apply for the ATC Shares to be admitted to trading on AIM within five Business Days after Completion.

The ATC Shares will be held in escrow for the Escrow Period as security for any claims under the Sale and Purchase Agreement which are not covered by the warranty and indemnity insurance policy. Any ATC Shares not used to satisfy such claims will be released to the Company at the end of the Escrow Period. Before the end of the Escrow Period, with the Company's consent (not to be unreasonably withheld or delayed), ATC Shares in escrow may be sold through ATC's broker at not less than 120 per cent. of the subscription price (save that this minimum price will not apply if the market price of ATC Shares falls below 90 per cent. of the subscription price), with the sale proceeds held in escrow instead. The Company will retain the right to receive dividends and exercise voting rights on the ATC Shares while they are held in escrow.

For six months following release from escrow, the Company has undertaken to dispose of the ATC Shares only through ATC's broker, Allenby Capital Limited, with a view to maintaining an orderly market, save that these restrictions will not apply to a distribution *in specie* to Shareholders, provided that any Shareholder receiving more than 5 per cent. of the ATC Shares enters into an orderly market agreement on substantially the same terms.

5. USE OF PROCEEDS

Following Completion, the Board intends to return a substantial proportion of the net cash proceeds of the Disposal to Shareholders, as described in paragraph 3 of Part 2 (*Letter from the Non-Executive Chairman*) of this Circular.

Following the expiry of the Escrow Period, and subject to the Company having sufficient distributable reserves, the Board will determine whether to distribute to Shareholders any ATC Shares then remaining, either *in specie* or by way of the net cash proceeds of their sale, as described in paragraph 2 of Part 2 (*Letter from the Non-Executive Chairman*) of this Circular.

The Company will retain approximately £1,100,000 in cash to fund its ongoing operations as an AIM Rule 15 Cash Shell while it pursues a transaction that would constitute a reverse takeover.

Part 4
NOTICE OF GENERAL MEETING

ONE MEDIA IP GROUP PLC

(Registered in England and Wales with registered number 05799897)

NOTICE IS HEREBY GIVEN that a General Meeting of One Media iP Group plc will be held at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 9th Floor, 107 Cheapside, London EC2V 6DN at 11.00 a.m. on Friday 11 December 2026 for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution.

Capitalised terms used but not defined in this Notice of General Meeting shall have the meanings given in the Company's circular dated 23 November 2026.

The Board considers that the Resolution is in the best interests of the Company and its Shareholders as a whole and recommends that you vote in favour of the Resolution.

ORDINARY RESOLUTION

1. **THAT**, for the purposes of Rule 15 of the AIM Rules for Companies published by London Stock Exchange plc, the proposed Disposal by the Company of the entire issued share capital of One Media iP Limited, on the terms and subject to the conditions of the Sale and Purchase Agreement (the principal terms of which are summarised in the Circular), and all related documentation, be and is hereby approved with such amendments as the Directors (or any duly authorised committee thereof) may in their absolute discretion approve, and the Directors (or any duly authorised committee thereof) be and are hereby authorised to take all steps necessary or desirable to complete, implement and give effect to the Disposal and any matter incidental to it, and to execute all such documents and deeds as they may consider necessary or desirable in connection therewith.

By order of the Board

OHS SECRETARIES LIMITED
Company Secretary
23 November 2026

Registered office:

623 East Props Building, Pinewood Studios, Pinewood Road, Iver Heath, Bucks, SL0 0NH

Dated: 23 November 2026

Shareholder notes

Voting

When is my voting entitlement fixed?

To be entitled to participate in and vote at the General Meeting you must be a registered holder of Ordinary Shares at 11.00 a.m. on Wednesday 9 December 2026 (or, in the event of any adjournment, 11.00 a.m. on the date which is 48 hours before the time of the adjourned General Meeting). Your voting entitlement will depend on the number of Ordinary Shares you hold at that time.

I can't attend the General Meeting but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the Chairman of the General Meeting or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a Shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at their discretion or refrain from voting, as such proxy sees fit.

You can appoint more than one proxy in relation to different Ordinary Shares within your holding.

You can appoint a proxy and submit voting instructions:

- via CREST (see note below); or
- by completing and returning the paper Proxy Form, if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled. Return to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX.

Proxies not properly notified to the Registrar may be denied access to the General Meeting.

If you own Ordinary Shares jointly, any one Shareholder may sign the Proxy Form. If more than one joint holder submits a card, the instruction given by the first listed on the Register will prevail.

The General Meeting is scheduled to commence at 11.00 a.m. on Friday 11 December 2026.

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 11.00 a.m. on Wednesday 9 December 2026 (or, in the event of any adjournment, 11.00 a.m. on the date which is 48 hours before the time of the adjourned meeting).

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the General Meeting in person and voting.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the latest instruction received will be followed.

I hold Ordinary Shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper Proxy Form provided it is in relation to different Ordinary Shares.

Corporate Shareholders may either appoint one or more proxies or alternatively appoint one or more corporate representatives in relation to different Ordinary Shares, using the paper Proxy Form or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the General Meeting and may vote the Ordinary Shares that their respective appointments represent in different ways.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment by using the procedures described in the CREST manual (https://www.euroclear.com). CREST personal members or other CREST-sponsored members

and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST proxy instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Registrar (ID 7RA36) by 11.00 a.m. on Wednesday 9 December 2026 (or, in the event of any adjournment, 11.00 a.m. on the date which is 48 hours before the time of the adjourned meeting). It is the responsibility of the CREST member concerned to take 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. The Company may treat a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

I have a power of attorney from a Shareholder – how can I vote?

You can vote using the paper Proxy Form only. You must ensure that the power of attorney and the paper Proxy Form have been deposited with the Registrar by 11.00 a.m. on Wednesday 9 December 2026 (or, in the event of any adjournment, 11.00 a.m. on the date which is 48 hours before the time of the adjourned meeting).

The General Meeting

Where and when will the General Meeting be held?

The General Meeting will be held on Friday 11 December 2026 at the offices of Orrick, Herrington & Sutcliffe (UK) LLP, 9th Floor, 107 Cheapside, London EC2V 6DN.

The General Meeting is scheduled to start at 11.00 a.m.

I want to participate in the General Meeting but cannot attend – what can I do?

You can vote your Ordinary Shares by appointing a proxy – see the notes above. Any voting instructions you have validly given in advance will be counted at the General Meeting.

What documents do I need?

If you are attending on behalf of a registered holder of Ordinary Shares you must bring photographic proof of identity and evidence of your appointment to represent that Shareholder. This includes people appointed as proxies, corporate representatives and those with power of attorney.

I hold Ordinary Shares through a broker or nominee, how can I attend?

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see the notes above). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your holding of Ordinary Shares, and you will need to provide this letter to the Registrar in advance of the General Meeting. If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the General Meeting.

Please note that proxies and corporate representatives may not invite guests to the General Meeting.

May I bring a guest?

The General Meeting is a private meeting of Shareholders and their representatives. Guests are not entitled to attend the General Meeting as of right but they may be permitted entry at the absolute discretion of the Company at all times. If you would like a guest to have access, please contact us in advance at gm@onemediaip.com.

Proxies, corporate representatives and employee share plan participants may not bring guests to the General Meeting.

May I ask a question at the General Meeting?

The Chairman of the General Meeting will announce when you have an opportunity to ask questions.

Please endeavour to keep your questions short.

How can I vote at the General Meeting?

As Shareholders exit the General Meeting, they will have the option to submit a poll card to record their vote. If you (a) have already submitted a proxy instruction and do not wish to change your vote, or (b) do not wish to vote, you can merely skip this step.

How are the votes counted?

Voting on the Resolution is by a poll. For a company such as ours, we think poll voting is the fairest approach. There will be no voting on the Resolution by a show of hands.

We have included a 'vote withheld' option on our proxy and poll cards. A vote withheld is not a vote in law and will not be counted in calculation of the proportion of votes 'for' or 'against' a resolution.

How can I find out the result of the vote?

It is expected that the total of the votes cast by Shareholders 'for' or 'against' or 'withheld' on the Resolution will be published on http://www.omip.co.uk/investor-relations/ as soon as practicable following the close of the General Meeting on Friday 11 December 2026.

A copy of this notice and other information required by section 311A of the Act can be found at http://www.omip.co.uk/investor-relations/.

All voting at the General Meeting will be held on a poll.

Information rights

Under the Act, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general Shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with section 146 of the Act ("**nominated persons**") do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered Shareholder who holds the Ordinary Shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.

If you have been so nominated to receive general Shareholder communications direct from the Company, it is important to remember that your main contact in terms of your investment remains with the registered Shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to attend, participate in, and vote at the General Meeting, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Act and writes to you directly for a response.

Shareholder requisition rights

Members satisfying the thresholds in sections 338 and 338A of the Act can require the Company:

a. to give, to members of the Company entitled to receive notice of the General Meeting, notice of a resolution which may properly be moved, and which those members intend to move, at the General Meeting; and

b. to include in the business to be dealt with at the General Meeting any matter (other than a proposed resolution) which may properly be included in the business at the General Meeting, provided in each case that the requirements of those sections are met and provided that the request is received by the Company not later than six clear weeks before the General Meeting or if later the time at which notice is given of the General Meeting.

Total voting rights and Ordinary Share capital

As at 20 November 2026 (the latest practicable date before the publication of this notice), the issued Ordinary Share capital of the Company comprised 222,446,249 Ordinary Shares of nominal value 0.5 pence per Ordinary Share, each with one vote. The total number of voting rights in the Company is 222,446,249.

Updates to this number are released via a Regulatory Information Service and can be viewed online at:

https://www.londonstockexchange.com/stock/OMIP/one-media-ip-group-plc/analysis

Contact details

Company:

One Media iP Group plc
623 East Props Building
Pinewood Studios
Pinewood Road
Iver Heath
Bucks
SL0 0NH

Solicitors to the Company:

Orrick, Herrington & Sutcliffe (UK) LLP
107 Cheapside
London
EC2V 6DN
United Kingdom

Nominated Adviser to the Company:

Cairn Financial Advisers LLP

9th Floor
107 Cheapside
London
EC2V 6DN
United Kingdom

Corporate Broker:

Cavendish Capital Markets Limited

1 Bartholomew Close
London
EC1A 7BL
United Kingdom

Registrar:

Share Registrars Limited
3 The Millennium Centre
Crosby Way
Farnham
GU9 7XX
United Kingdom

Company Secretary:

OHS Secretaries Limited
9th Floor
107 Cheapside
London
EC2V 6DN
United Kingdom

If you are a Shareholder, please contact the Registrar at https://www.shareregistrars.uk.com/ if you would like to change your election on how you receive Shareholder documents in the future.