

THIS ANNOUNCEMENT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN, INTO OR FROM THE UNITED STATES, THE REPUBLIC OF IRELAND, AUSTRALIA, CANADA, JAPAN, THE REPUBLIC OF SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

Zinc Media Group plc

("Zinc Media" or the "Company")

PUBLICATION OF CIRCULAR

Further to its announcements of 17 January 2020, Zinc Media Group plc, (AIM: ZIN), a leading TV and multimedia content producer, confirms that it has today published a Circular relating to its proposed placing of £3.5 million (gross), preference share conversion, debt conversion, debt variation, share consolidation, article amendments and share consolidation. The circular is available to download from the Company's website, www.zincmedia.com, and will today be posted to Shareholders who have so elected.

Participation by Herald in the Placing and Preference Share Conversion and by the John Booth Parties (as appropriate) in the Placing and Debt Conversion gives rise to certain considerations under the Code. Brief details of the Code and the protection this affords Shareholders are in set out in the Circular.

Following completion of the Proposals, Herald's shareholding in the Company will increase to 3,187,830 New Ordinary Shares, equivalent to 40.30 per cent. of the Enlarged Share Capital and the holding of the John Booth Parties will increase to 346,439 New Ordinary Shares, equivalent to 4.38 per cent. of the Enlarged Share Capital. In aggregate, the holding of the Concert Party will increase to 3,534,269 New Ordinary Shares, equivalent to a total of 44.68 per cent. of the Enlarged Share Capital. Without a waiver of the obligations under Rule 9 of the Code, these acquisitions would require the Concert Party to make a general offer for the entire issued and to be issued share capital of the Company not already held by the Concert Party. The Panel has agreed with the Company to grant such a waiver, subject to the passing at the General Meeting by Independent Shareholders (being Shareholders other than the members of the Concert Party) of the Whitewash Resolution, to be taken on a poll.

Accompanying the Circular is a notice convening the General Meeting, which is to be held at the offices of N+1 Singer, 1 Bartholomew Lane, London EC2N 2AX at 10.00 a.m. on 12 February 2020, at which the Resolutions, including the Whitewash Resolution, will be proposed.

Application will be made to the London Stock Exchange for the Placing Shares and the Conversion Shares to be admitted to trading on AIM. It is expected that Admission will become effective at 8.00 a.m. on 13 February 2020. Following completion of the Share Consolidation, the Company's New Ordinary Shares will continue to be eligible for CREST settlement but will trade under a new ISIN, GB00BJVLR251.

Capitalised terms used but not defined in this announcement have the meanings set out in the announcement of 17 January 2020 released at 7.00 a.m. entitled 'Launch of Placing via Accelerated Bookbuild'.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2020
Publication of the Circular	24 January
Latest time and date for receipt of Proxy Votes	10.00 a.m. on 10 February
Record Date in respect of the Share Consolidation	6.00 p.m. on 12 February

General Meeting	10.00 a.m. on 12 February
Admission and dealings in the New Ordinary Shares expected to commence on AIM	8.00 a.m. on 13 February
Where applicable, expected date for CREST accounts to be credited in respect of the New Ordinary Shares in uncertificated form	13 February
Where applicable, expected date for despatch of definitive share certificates for New Ordinary Shares in certificated form	by no later than 27 February
Expected date of initial directions hearing of the Court (in respect of Capital Reduction)*	18 February
Record date in respect of the Capital Reduction*	6.00 p.m. on 16 March
Expected date of Court Hearing to confirm the Capital Reduction*	17 March
Expected effective date for the Capital Reduction*	19 March

Notes:

1. *Each of the times and dates above are indicative only and are subject to change (including, in respect of those items marked '**', any changes imposed by the Court). If any of the above times and/or dates change, the revised times and/or dates will be notified by the Company to Shareholders by announcement through a regulatory information service.*
2. *All of the above times refer to London time unless otherwise stated.*
3. *The admission of the Placing Shares on AIM is conditional on, inter alia, the passing of the Whitewash Resolution at the General Meeting.*

For further information, please contact:

Zinc Media Group plc Mark Browning, CEO / Will Sawyer CFO www.zincmedia.com	+44 (0) 20 7878 2311
N+1 Singer (NOMAD and Joint Broker to Zinc Media) Mark Taylor / Lauren Kettle	+44 (0) 20 7496 3000
Peterhouse Capital Limited (Joint Broker to Zinc Media) Martin Lampshire / Duncan Vasey / Eran Zucker	+44 (0) 20 7469 0932

About Zinc

Zinc Media Group plc is a leading British based TV and content creation company and operates 6 TV labels and a non-TV content division called Zinc Communicate.

The six award winning and critically acclaimed television production labels include: Blakeway, Brook Lapping, Films of Record, Blakeway North, Reef Television and Tern Television, whose brands produce television and radio programmes for both UK and international broadcasters.

Zinc Communicate specialises in creating B2B communications strategies and behaviour change programmes, campaigns and resources for partners, businesses and government departments.

For further information on Zinc Media please visit: <http://www.zincmedia.com/>