

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE INDEPENDENT PROFESSIONAL ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) WHO SPECIALISES IN ADVISING IN CONNECTION WITH SHARES AND OTHER SECURITIES. IF YOU ARE OUTSIDE THE UK, YOU SHOULD IMMEDIATELY CONSULT AN APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISOR.**

If you have sold or otherwise transferred all your shares in Amigo Holdings PLC (the “**Company**”), please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

# AMIGO HOLDINGS PLC

## Notice of Annual General Meeting

To be held at

Hilton Bournemouth, Terrace Road, Bournemouth, BH2 5EL  
on Wednesday 29 September 2021 at 10.00am

Details of the webcast will be made available on the Company’s website:  
[www.amigopl.com/investors](http://www.amigopl.com/investors).

Notice of the Annual General Meeting of the Company which has been convened for Wednesday 29 September 2021 at Hilton Bournemouth, Terrace Road, BH2 5EL at 10.00am (United Kingdom time) (the “**Annual General Meeting**”) is set out on pages 3 to 5 of this document (the “**Notice**”). All references to time in this document shall be to the relevant time in the United Kingdom.

## Letter from the Chair of the Board

### AMIGO HOLDINGS PLC

(Incorporated in England and Wales with Registered No. 10024479)

Registered office: Nova, 118-128 Commercial Road, Bournemouth, BH2 5LT

#### Directors:

Jonathan Roe – Chair of the Board

Maria Darby-Walker – Non-Executive Director

Michael Bartholomeusz – Non-Executive Director

Gary Jennison – Chief Executive Officer

Mike Corcoran – Chief Financial Officer

6 September 2021

Dear Shareholder,

#### Notice of Annual General Meeting

I am pleased to be writing to you with details of our third Annual General Meeting which we are holding at Hilton Bournemouth, Terrace Road, Bournemouth, BH2 5EL, on Wednesday 29 September 2021 at 10.00am. The formal Notice of Annual General Meeting is set out on pages 3 to 5 of this document. Explanatory notes are set out on pages 6 to 9 of this document.

#### Attendance at the Annual General Meeting

It is the Company's intention that shareholders will be able to attend the Annual General Meeting, in person, should you so wish. The Annual General Meeting will be held in the Hilton Bournemouth, Terrace Road, Bournemouth, BH2 5EL. It is possible that between the time of the issue of the Notice of Annual General Meeting and the holding of the Annual General Meeting that the UK Government may reintroduce restrictions on meetings and/or gatherings due to the ongoing Covid-19 pandemic. To provide for this possibility and to accommodate the requirements of those who do not feel comfortable with attending a public meeting this year, the Company will also provide for shareholders to be able to listen to and view the Annual General Meeting via webcast and can submit questions to the Board in advance of the Annual General Meeting by emailing [companysecretary@amigo.me](mailto:companysecretary@amigo.me), including their full name and investor code (IVC number).

If restrictions on the physical attendance of shareholders are reintroduced, the Company will operate the Annual General Meeting in a similar way to how it was held in 2020. That is, no shareholders will be allowed to attend the meeting in person except for those shareholders required to form a quorum for the purposes of the Annual General Meeting, (which will be facilitated by the Company) and instead, all shareholders will be able to listen to and view the Annual General Meeting via webcast and can submit questions to the Board in advance of the Annual General Meeting by emailing [companysecretary@amigo.me](mailto:companysecretary@amigo.me), including their full name and investor code (IVC number).

The Board will keep the situation under review and may need to make further changes to the arrangements relating to the Annual General Meeting, including how it is conducted, and shareholders should therefore continue to monitor the Company's website and announcements for any updates.

#### Voting

If you would like to vote on the resolution but cannot come to the Annual General Meeting, please register your proxy electronically. It is also possible that the UK Government may reintroduce restrictions on meetings and/or gatherings due to the ongoing Covid-19 pandemic. To safeguard your ability to be able to vote on the resolutions, you are strongly encouraged to vote by proxy and to appoint the Chair of the meeting as your proxy. You can register your proxy vote electronically at [www.signalshares.com](http://www.signalshares.com). See the Additional Information section commencing on page 10 for more details. Your proxy vote must be received by no later than **10.00am on Monday 27 September 2021**. Completion of the form of proxy will not prevent you from attending or voting at the meeting in person, should you so wish.

#### Recommendation

The Board considers that all the resolutions to be put to you at the Annual General Meeting are 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. The Directors of the Company unanimously recommend that you vote in favour of all of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully

**Jonathan Roe**  
Chair of the Board

## Notice of Annual General Meeting 2021

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Amigo Holdings PLC (the “**Company**”) will be held at Hilton Bournemouth, Terrace Road, Bournemouth, England BH2 5EL on Wednesday 29 September 2021 at 10.00am, to consider and, if thought fit, to pass the following resolutions. It is intended to propose resolutions 10 and 14 to 17 (inclusive) as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive the annual accounts of the Company and the reports of the Directors for the financial year ended 31 March 2021, together with the report of the auditor thereon.
2. To approve the Directors’ Remuneration Report for the financial year ended 31 March 2021 as set out on pages 76 to 92 (inclusive) of the Annual Report and Accounts 2021.
3. To re-elect Jonathan Roe as a Director of the Company.
4. To elect Maria Darby-Walker as a Director of the Company.
5. To elect Michael Bartholomeusz as a Director of the Company.
6. To re-elect Gary Jennison as a Director of the Company.
7. To elect Mike Corcoran as a Director of the Company.
8. To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
9. To authorise the Directors to set the remuneration of the auditor.
10. That Article 95.2 of the Company’s Articles of Association be amended to:

The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (so far, as regards subsidiary undertakings, as by such exercise they can secure) that the aggregate amount for the time being remaining outstanding of all monies borrowed by the Group (which expression in this Article means the Company and its subsidiary undertakings for the time being) and for the time being owing to persons outside the Group shall not at any time, without the previous sanction of an ordinary resolution of the Company in general meeting, exceed the higher of £500,000,000 or a sum equal to two times the aggregate of:

- (a) the amount paid up on the issued share capital of the Company; and
- (b) the total of the capital and revenue reserves of the Group (including any share premium account, capital redemption reserve, redenomination reserve and credit balance on the profit and loss or retained earnings account) in each case, whether or not such amounts are available for distribution;

all as shown in the latest audited consolidated statement of financial position of the Group but after:

- (i) making such adjustments as may be appropriate in respect of any variation in such amount paid up on the issued share capital or share premium account or capital redemption reserve or redenomination reserve or merger reserve since the date of such latest audited consolidated statement of financial position and so that for this purpose if any issue or proposed issue of shares for cash or otherwise has been underwritten or otherwise agreed to be subscribed (for cash or otherwise) then, at any time when the underwriting of such shares or other agreement as aforesaid shall be unconditional, such shares shall be deemed to have been issued and the amount (including any premium) payable (or which would be credited as payable) in respect thereof (not being monies payable later than six months after the date of allotment) shall be deemed to have been paid up to the extent that the underwriters or other persons are liable therefor;
- (ii) deducting (to the extent included) any amounts distributed or proposed to be distributed (but not provided in such latest audited consolidated statement of financial position) other than distributions attributable to the Company or any subsidiary undertaking;
- (iii) excluding any amounts attributable to outside shareholders in subsidiary undertakings of the Company non-controlling interests; deducting any debit balance on the profit and loss or retained earnings account.

References in this paragraph to IAS are to those International Accounting Standards as from time to time amended, and any standards, principles, practice or rules that may from time to time, directly or indirectly, supplement or replace those standards or any part of them; and

- (iv) making such adjustments (if any) as the Auditors may consider appropriate.

## Notice of Annual General Meeting 2021 continued

11. That any and all monies borrowed, or any other actions contemplated by Article 95 of the Company's Articles of Association (the "**Articles**") undertaken by the Company and/or any of its subsidiaries prior to the passing of resolution 10 in excess of the limitations contained in Article 95.2 of the Articles as amended at the 2020 Annual General Meeting, be and are hereby ratified, and that each current and former Director be released from any liability to the Company, and the Company waives all claims in respect of any such matters having been done or allowed to subsist in breach of Article 95.2.
12. That, in accordance with sections 366 and 367 of the Companies Act 2006, the Company and all its subsidiaries during the period for which this resolution has effect be and are hereby authorised, in aggregate, to:
  - (a) make political donations to political parties or to independent election candidates not exceeding £100,000 in total;
  - (b) make political donations to political organisations (other than political parties) not exceeding £100,000 in total; and
  - (c) incur any political expenditure not exceeding £100,000 in total,during the period beginning with the date of the passing of this resolution and ending at the close of business on 28 December 2022 or, if sooner, the conclusion of the Annual General Meeting of the Company in 2022. For the purpose of this resolution "political donation", "political party", "political organisation" "independent election candidate" and "political expenditure" are to be construed in accordance with sections 363, 364 and 365 of the Companies Act 2006.
13. That the Directors be generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
  - (a) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Companies Act 2006) of £396,111 (such amount to be reduced by the nominal amount allotted or granted under resolution 13(b) below in excess of such sum); and
  - (b) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Companies Act 2006) of £792,222 (such amount to be reduced by any allotments or grants made under resolution 13(a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2022), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.
14. That, subject to the passing of resolution 13 above, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:
  - (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and
  - (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash,as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
  - (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 13(b) above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
  - (ii) in the case of the authorisation granted under resolution 13(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 14, up to an aggregate nominal amount of £59,416,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2022), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

15. That, subject to the passing of resolutions 13 and 14 above, and in addition to the power given by resolution 14, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:
- (a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by resolution 13; and
  - (b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be:
    - (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £59,416; and
    - (ii) 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 have determined 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, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2022), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

16. That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of any of its ordinary shares of 0.25p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 47,533,376;
  - (b) the minimum price that may be paid for each ordinary share is 0.25p which amount shall be exclusive of expenses, if any;
  - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of:
    - (i) 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
    - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
  - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting in 2022 or at the close of business on 28 December 2022, whichever is the earlier; and
  - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

17. That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

By order of the Board of Directors

**Roger Bennett**  
**Company Secretary**  
 6 September 2021

**Registered Office**  
**Nova**  
 118-128 Commercial Road  
 Bournemouth  
 England  
 BH2 5LT

# Explanatory notes to the resolutions

The notes below explain the resolutions which will be proposed at the Annual General Meeting of Amigo Holdings PLC to be held at Hilton Bournemouth, Terrace Road, Bournemouth, England BH2 5EL on Wednesday 29 September 2021 at 10.00am.

Resolutions 1 to 9 and 11 to 13 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 10 and 14 to 17 will be proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

## Resolution 1. Report and Accounts 2021

The Directors will present the accounts and reports of the Directors of the Company for the year ended 31 March 2021 (the “**Annual Report and Accounts 2021**”), together with the report of the auditor for adoption by the Company.

## Resolution 2. Directors’ Remuneration Report

This resolution is to approve the Directors’ Remuneration Report for the financial period ended 31 March 2021 (the “**Director’s Remuneration Report**”). You can find the Directors’ Remuneration Report on pages 76 to 92 (inclusive) of the Annual Report and Accounts 2021. As this vote is an advisory vote, no entitlement of a Director to remuneration is conditional on it. This resolution is put annually as required by the Companies Act 2006.

## Resolutions 3–7. Director election and re-election

Resolutions 3–7 relate to the election and re-election of Directors to the Board. In accordance with the recommendations of the UK Corporate Governance Code, all the directors of a company should retire at the annual general meeting and those wishing to serve again should submit themselves for election and re-election by the shareholders. All of the Directors are retiring at the Annual General Meeting and all Directors are submitting themselves for election and re-election by the shareholders. The Board is satisfied that each Director standing for election and re-election continues to be effective and to demonstrate commitment to the role.

Short biographical details of Jonathan Roe and Gary Jennison are set out on pages 58 to 59 of the Annual Report and Accounts 2021, and details for Maria Darby-Walker, Michael Bartholomeusz and Mike Corcoran, appointed as Directors on 12 October 2020, 19 November 2020 and 11 November 2020 respectively, are set out below (the “**Director Biographies**”).

**Maria Darby-Walker:** *Maria joined the Board as a Non-Executive Director on 12 October 2020 and became Chair of the Remuneration Committee following FCA approval on 20th January 2021. Maria has over 30 years of experience advising the Boards of leading brands on marketing, brand, and corporate reputation, including within the financial services sector. Experienced at developing strategy, managing risk and organisational change, she helps businesses to create their narrative and proactively engage with their stakeholders; she has a strong focus on driving good culture, leadership and purposeful behaviour. Her client list has included: The Financial Conduct Authority, Iglo/Birds Eye, Cadbury, and Rio Tinto amongst other leading brands. Maria is also a Non-Executive Director of Personal Group Holdings plc, where she chairs the Remuneration Committee and is a Board Governor of the University of Central Lancashire. Maria is an Ambassador for Women on Boards, a member of Deloitte’s Women on Boards Academy, and was voted one of Cranfield University’s ‘100 Women to Watch’ for FTSE board positions. Maria brings to the board financial and regulatory experience, combined with a commitment to open and transparent engagement with all stakeholders.*

**Michael Bartholomeusz:** *Michael Bartholomeusz joined the Board as a Non-Executive Director on 19 November 2020 and became Chair of the Risk Committee on 19 July 2021. Michael brings to the Board a wealth of risk management and regulatory advisory expertise with over 35 years of experience, including at board level, in a variety of financial services companies. Michael is a qualified Chartered Accountant and has held senior management and board level positions with First National Bank plc, GE Capital Europe, AIG UK, KPMG, Prudential UK and Flood Re as well as at the British Friendly Society. He was Chief Risk Officer at AIG UK and Flood Re and the Regulatory and Conduct Risk Director at Prudential UK. He is currently Non-Executive Chair of the Board of ORIC International, an operational risk consortium for the (re)insurance and investment management sector and an advisor to Ambiental Risk Analytics.*

**Mike Corcoran:** *Mike joined the Board as Chief Financial Officer on 11 November 2020. Mike is a Chartered Accountant and specialist financial services CFO with extensive experience of working at board level within listed businesses and within heavily regulated environments. He has held CFO roles at CDC Group plc, the Pension Protection Fund, CPP Group plc and DFC Global Corp as well as being International CFO of Franklin Templeton Investments where he spent 20 years. Mike has successful turnaround experience and expertise in driving change management agendas. He was presented with the Institute for Turnarounds listed company of the year award for his work with CPP Group plc. Mike brings successful turnaround experience and expertise in driving change management agenda.*

### **Resolutions 3–7. Director election and re-election** continued

Resolutions 3 to 5 relate to the re-election of Jonathan Roe and to the election of Maria Darby-Walker and Michael Bartholomeusz, who are the Directors that the Board has determined are independent non-executive directors for the purposes of the UK Corporate Governance Code (each an “Independent Director” and together the “Independent Directors”).

The Directors, including the Independent Directors, possess a wide range of experience and expertise (as described in the Director Biographies). The Company assesses the independence of its Non-Executive Directors in accordance with the recommendations of the UK Corporate Governance Code. The Company determined that the Independent Directors were independent on their appointment to the Board of the Company and ensures that they remain independent by reviewing their character and judgement. The Board believes that each of the Independent Directors is independent and provides an effective contribution to the Board. The Nomination Committee is responsible for the selection and evaluation of Independent Directors, by reference to the Board’s requirements. The Nomination Committee considers a shortlist of potential candidates in light of the balance of skills, experience, independence and knowledge of the Board, drawing candidates from the Company’s extensive network and, where appropriate, external recruitment consultants.

### **Resolution 8–9. Auditor re-appointment and remuneration**

Resolutions 8 and 9 relate to the re-appointment of KPMG LLP as the Company’s auditor and the authorisation of the Directors to determine its remuneration, respectively. The Company’s auditor must be submitted for re-appointment at each general meeting at which the Company’s accounts are laid.

### **Resolutions 10–11. Borrowing limit and ratification**

Resolutions 10 and 11 relate to the change to the Company’s borrowing limit and the ratification of any borrowings which may have been incurred in excess of the limitations on borrowing in Article 95.2 of the Company’s Articles. As a result of the change in the financial position of the Group, particularly the increase in the provisions for complaints redress, the Directors consider that the Company’s current borrowing limit contained in Article 95.2 may become restrictive and that this is not in the longer-term interests of the Company and its shareholders. The Directors therefore propose that the borrowing limit be defined as a minimum of £500,000,000 by the insertion of ‘the higher of £500,000,000’ into Article 95.2 of the Company’s Articles. Resolution 10 is proposed to give the Directors greater headroom to ensure there are no future inadvertent breaches of the borrowing limits and to provide flexibility for the Company to respond to any future needs of the business. The Directors believe that the change in borrowing limits is in the best commercial interests of the Group. The Company may have inadvertently breached the current borrowing limits, so Resolution 11 is proposed to ratify technical breaches, if any, of the limit contained in Article 95.2 by the Directors.

### **Resolution 12. Political donations**

The Companies Act 2006 requires companies to obtain shareholders’ authority before they can make donations to political organisations or incur political expenses. It is not proposed or intended to alter the Company’s policy of not making political donations, within the normal meaning of that expression. However, this resolution is proposed to ensure that the Company and its subsidiaries do not, because of any uncertainty as to the bodies or activities covered by the Companies Act 2006, unintentionally commit any technical breach of the Companies Act 2006 by making political donations. Resolution 12, if passed, will give the Directors authority to make political donations until the close of business on 28 December 2022 or, if sooner, the next Annual General Meeting of the Company (when the Directors intend to renew this authority), up to an aggregate of £100,000 for the Company and its subsidiary companies.

## Explanatory notes to the resolutions continued

### Resolution 13. Authority to allot shares

Your Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the Company's last Annual General Meeting on 29 September 2020 is due to expire at the end of the Annual General Meeting. Accordingly, resolution 13 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares (a) up to an aggregate nominal amount of £396,111, representing approximately one-third (33.33%) of the Company's existing issued share capital as at 3 September 2021 (being the latest practicable date prior to publication of this document); and (b) in connection with a rights issue, up to an aggregate nominal amount of £792,222 (as reduced by allotments under paragraph (a) of the resolution), representing (before any reduction) approximately two-thirds (66.67%) of the Company's existing issued ordinary share capital as at 3 September 2021 (being the latest practicable date prior to publication of this document).

The Company is proposing this resolution to give the Board of the Company flexibility; however, the Directors have no present intention of exercising this authority other than in relation to any issues of shares under proposed employee share schemes. However, if they do exercise the authority, the Directors intend to take note of relevant corporate governance guidelines in the use of such powers.

As at 3 September 2021 (being the latest practicable date prior to publication of this document), the Company holds no ordinary treasury shares.

If given, these authorities will expire at the Annual General Meeting of the Company in 2022 or at the close of business on 28 December 2022, whichever is the earlier.

### Resolution 14. Dis-application of pre-emption rights

Your Directors also require a power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. The power granted at the last Annual General Meeting on 29 September 2020 is due to expire at the end of the Annual General Meeting. Accordingly, resolution 14 will be proposed as a special resolution to grant such a power.

Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £59,416 (being approximately 5% of the Company's issued ordinary share capital as at 3 September 2021, (being the latest practicable date prior to publication of this document)).

If given, this power will expire at the Annual General Meeting of the Company in 2022 or at the close of business on 28 December 2022, whichever is the earlier.

The figure of 5% reflects the Pre-Emption Group 2015 Statement of Principles for the dis-application of pre-emption rights (the "**Statement of Principles**"). Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power; in particular, they do not intend to allot shares for cash on a non-pre-emptive basis pursuant to this power in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company in any rolling three year period, without prior consultation with shareholders.

### Resolution 15. Further dis-application of pre-emption rights

Your Directors are seeking this year a further power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings, to reflect the Statement of Principles. Accordingly, resolution 15 will be proposed as a special resolution to grant such a power.

The power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £59,416 (being approximately 5% of the Company's issued ordinary share capital as at 3 September 2021, (the latest practicable date prior to publication of this notice)). This is in addition to the 5% referred to in resolution 14.

If given, this power will expire at the Annual General Meeting of the Company in 2022 or at the close of business on 28 December 2022, whichever is the earlier. Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Statement of Principles most recently published prior to the date of this notice) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.



**Resolution 16. Authority to purchase own shares**

This resolution will give the Company the authority to purchase its own shares in the markets up to a limit of 10% of its issued share capital. The maximum and minimum prices are stated in the resolution. Your Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. Your Directors will exercise this authority only if: (i) they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally; and (ii) such purchase would not require any person to make a mandatory takeover bid for the Company in accordance with Rule 9 of the Takeover Code.

In the event that shares are purchased, they may either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares.

The Company would consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to reissue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

**Resolution 17. Authority to call general meeting at short notice**

The Companies Act 2006 requires the Company to give at least 21 clear days' notice for a general meeting of the Company (other than Annual General Meetings) unless the Company:

- (a) has obtained shareholder approval for the holding of general meetings on shorter notice, which cannot be less than 14 clear days; and
- (b) offers the facility for all shareholders to vote by electronic means.

Resolution 17 seeks such approval and will be proposed as a special resolution. The minimum notice period for Annual General Meetings remains at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine for general meetings. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at such general meeting.

If given, this power will expire at the Annual General Meeting of the Company in 2022.

## **Additional information in respect of the notice and Annual General Meeting (including in relation to appointment of proxies)**

### **Entitlement to attend and vote**

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that: (i) in order to have the right to attend and vote at the Annual General Meeting of Amigo Holdings PLC, which will be held at Hilton Bournemouth, Terrace Road, Bournemouth, England BH2 5EL on Wednesday 29 September 2021 at 10.00am; and (ii) for the purposes of determining how many votes a person entitled to attend and vote may cast, a person must be entered on the register of members of the Company at close of business on Monday 27 September 2021 or, in the event of any adjournment, at close of business on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
2. The Board takes the wellbeing of its employees, customers and shareholders very seriously. Given the UK Government's current Covid-19 guidance on social distancing the Company has taken the decision to hold the Annual General Meeting in person. It is however possible that in the period between the issue of the Notice of Annual General Meeting and the meeting itself, that the Government's guidance may change, with restrictions reintroduced on gatherings, affecting shareholders' ability to attend the meeting in person. If this should happen, the Company intends to continue holding the Annual General Meeting.
3. If restrictions are placed on attendance in person at the meeting, the Company regrets that it will not be possible for shareholders (other than those forming the quorum, which will be facilitated by the Company) to attend the Annual General Meeting in person. Any shareholders who try to attend the Annual General Meeting in this situation will be turned away.
4. The Board has put in place arrangements for the Annual General Meeting to enable the shareholders to continue to engage in the process. Shareholders will be able to listen to and view the Annual General Meeting via webcast. Details of the webcast will be made available on the Company's website ([www.amigopl.com/investors](http://www.amigopl.com/investors)). Shareholders listening to and viewing the Annual General Meeting via webcast will not be counted as being present at the Annual General Meeting and, therefore, will not be able to speak or ask questions. Shareholders can instead submit questions to the Board in advance of the Annual General Meeting by emailing [companysecretary@amigo.me](mailto:companysecretary@amigo.me) by no later than 10.00am on Monday 27 September 2021, including their full name and investor code (IVC number).
5. We strongly encourage shareholders to vote on all resolutions in advance of the Annual General Meeting by completing an online proxy appointment form appointing the Chair of the Annual General Meeting as your proxy, as outlined below.
6. The Board will keep the situation under review and may need to make further changes to the arrangements relating to the Annual General Meeting, including how it is conducted, and shareholders should therefore continue to monitor the Company's website and announcements for any updates.

## Appointment of proxies

7. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, to speak and to vote at the Annual General Meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will have discretion as to whether and, if so, how he/she votes. A proxy need not be a member of the Company. If a member submits more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. In case neither you, nor any person you might appoint to vote on your behalf, other than the Chair of the meeting is able to attend the meeting in person, you are strongly encouraged to vote by proxy and to appoint the Chair of the meeting as your proxy. To register your proxy vote electronically, go to [www.signalshares.com](http://www.signalshares.com). If you need a hard copy form of proxy, please contact Link Group, our registrar, on 0371 664 0300 (callers from overseas should call +44(0) 371 664 0300). Lines are open between 9.00am and 5.30pm Monday to Friday excluding public holidays in England and Wales. Within the United Kingdom, calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate.
9. To be valid a member must appoint a proxy or proxies electronically at [www.signalshares.com](http://www.signalshares.com) (where full instructions on the procedure are given) with the appointment being received by no later than 10.00am on Monday 27 September 2021. If you are a CREST member, see note 14 below. Alternatively, any form of proxy or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) no later than 10.00am on Monday 27 September 2021, by our registrar, Link Group, at:
  - UK based members: FREEPOST PXS,10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL; or
  - non-UK based members: Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, together with, if appropriate, the power of attorney or other authority pursuant to which it is signed or a duly certified copy of that power or other authority.

Due to the potential disruption and delays to the postal service as a result of the Covid-19 pandemic, we **strongly recommend** that you register your proxy vote electronically. If you do intend to submit a hard copy form of proxy, please ensure your proxy form is posted sufficiently far in advance to ensure it is received before the deadline.
10. To change your proxy instructions, you may amend them via [www.signalshares.com](http://www.signalshares.com) or return a new hard copy form of proxy using the methods set out above. Please contact the Company's registrar, Link Group, if you require another hard copy form of proxy and return to FREEPOST PXS, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two (or more) valid but differing appointments of proxy are received in respect of the same share(s) for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards the relevant share(s). If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant share(s).
11. 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).
12. Completion of an electronic or paper form of proxy (or other instrument appointing a proxy or any CREST Proxy Instruction (as described in note 14 below)) will not preclude a member attending and voting in person at the meeting if he/she wishes to do so should the Company permit this in light of changes to the Covid-19 situation and the UK Government's guidance. To ensure your votes are cast in accordance with your wishes, we strongly encourage you to appoint the Chair of the meeting as your proxy as it is possible that neither you nor any other person you might appoint as your proxy will be able to attend the Annual General Meeting in person.
13. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution; however, it should be noted that a vote withheld in this way is not a "vote" in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

## Additional information in respect of the notice and Annual General Meeting (including in relation to appointment of proxies) continued

### Proxy appointment via CREST

14. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)) subject to the provisions of the Company's Articles of Association. 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. Please note the following:

- (i) 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 UK and Ireland Limited's ("**Euroclear's**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent, Link Group (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this notice.

For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

- (ii) CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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/her 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

15. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### **Nominated persons**

16. If you hold your shares through a broker or a nominee, you will need to ask your broker or nominee to submit your proxy on your behalf.
17. Any person to whom this notice is sent who is a nominated person under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.
18. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

### **Appointment of corporate representatives**

19. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### **Right to ask questions**

20. Any member attending an Annual General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
  - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - (b) the answer has already been given on a website in the form of an answer to a question; or
  - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
21. In the event the UK Government's Covid-19 guidance on social distancing changes and restrictions are reimposed on gatherings, it may not be possible for shareholders (other than those forming the quorum, which will be facilitated by the Company) to attend the Annual General Meeting in person. Shareholders can instead submit questions to the Board in advance of the Annual General Meeting by emailing [companysecretary@amigo.me](mailto:companysecretary@amigo.me) by no later than 10.00am on Monday 27 September 2021. Please include your full name and investor code (IVC number). All questions received will be considered and, where appropriate, answered either ahead of or at the Annual General Meeting.

## Additional information in respect of the notice and Annual General Meeting (including in relation to appointment of proxies) continued

### Additional information

22. Copies of:

- (i) the Executive Director's service agreement with the Company; and
- (ii) the terms and conditions of engagement of the Non-Executive Directors, are available for inspection at the Company's registered office, during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted). Due to Covid-19 restrictions the Company may need to stop shareholders from physically attending the Company's registered office to inspect documents; however, electronic inspection can be arranged by contacting [companysecretary@amigo.me](mailto:companysecretary@amigo.me).

23. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at [www.amigopl.com](http://www.amigopl.com).

24. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company 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 for the financial year ended 31 March 2021; 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 Companies Act 2006 (in each case) that the members propose to raise at the Annual General Meeting. 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 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, 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 meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

25. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

26. As at 3 September 2021 (being the latest practicable date prior to the publication of this notice) the Company's issued share capital consists of 475,333,760 ordinary shares, carrying one vote each, and 41,000 non-voting deferred shares. Therefore, the total voting rights in the Company as at that date are 475,333,760 ordinary shares.

27. Between the publication date of the Annual Report and Accounts 2021 and 3 September 2021 (being the latest practicable date prior to the publication of this notice) the Company has been notified under the Disclosure and Transparency Rules (DTR 5) of the following holdings of voting rights in its issued share capital:

### Shareholders holding 3% or more of the Company's issued share capital

Shareholder name	Number of ordinary shares	Percentage of total voting rights attaching to issued share capital
J.P. Morgan Securities Plc <sup>1</sup>	45,911,031 Shares	9.66%
Mr Wolfgang Grabher	15,750,000 Shares	3.31%

<sup>1</sup> As of 2 September 2021, Cairn Capital Ltd (formerly Bybrook Capital LLP), had a notified equivalent shareholding, held through a Contract For Difference ('CFD'), of 60,341,057 ordinary shares (representing 12.66% of the ordinary shares in issue). As such, Cairn Capital Ltd do not directly hold these shares in their own name. Cairn Capital Ltd may be able to exercise a right to vote on the resolutions at the Annual General Meeting by instructing the relevant providers of the CFD service, to vote any shares the CFD service providers directly holds on its behalf.

There have been no changes in directors' interests between the publication date of the Annual Report and Accounts 2021 and 3 September 2021 (being the latest practicable date prior to the publication of this notice).

**Notes**

**amigo**

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