

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

Bournemouth Highcliff Marriott Hotel,  
105 St Michael’s Road, Bournemouth BH2 5DU  
on Monday, 30 September 2024 at 1:00 pm

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

Notice of the Annual General Meeting of the Company which has been convened for Monday, 30 September 2024 to be held at Bournemouth Highcliff Marriott Hotel, 105 St Michael’s Road, Bournemouth BH2 5DU at 1:00 pm (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: 71-75 Shelton Street, Covent Garden, London, WC2H 9JQ

4 September 2024

### Directors:

Jonathan Roe – Chair of the Board  
Michael Bartholomeusz – Non-Executive Director  
Kerry Penfold – Chief Financial Officer

Dear Shareholder,

### **Notice of Annual General Meeting**

I am writing to you with details of our sixth Annual General Meeting which we are holding at Bournemouth Highcliff Marriott Hotel, 105 St Michael's Road, Bournemouth BH2 5DU, on Monday 30 September 2024 at 1:00 pm. 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 8 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 Company will also provide for shareholders to be able to listen to and view the Annual General Meeting via a webcast and you can submit questions to the Board in advance of the Annual General Meeting by emailing [investors@amigo.me](mailto:investors@amigo.me), including your full name and investor code (IVC number).

The Board 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 resolutions but cannot come to the Annual General Meeting, please register your proxy electronically. 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. The Chair will cast votes in accordance with your instructions. You can register your proxy vote electronically at [www.signalshares.com](http://www.signalshares.com). See the Additional Information section commencing on page 9 for more details. Your proxy vote must be received by no later than 1:00 pm on Thursday 26 September 2024.

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 appropriate for the Company at this time. The Group has been in wind-down since March 2023. The Directors have two primary obligations: (i) to maximise the run-off proceeds from the wind-down of business, for the benefit of the Scheme creditors; and (ii) to explore what, if any, value can be derived from the residual PLC shell.

We are continuing our work to find a suitable Reverse Takeover (RTO) partner for the PLC shell and are delighted that Jim has joined the Board to assist with this work. If we are unable to find a suitable RTO candidate we will hold a separate General Meeting, to seek the required shareholder approval for delisting the Company from the London Stock Exchange and liquidation of the Company.

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 General Meeting

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) of Amigo Holdings PLC (the “**Company**”) will be held at Bournemouth Highcliff Marriott Hotel, 105 St Michael’s Road, Bournemouth BH2 5DU on Monday 30 September 2024 at 1:00 pm, to consider and, if thought fit, to pass the following resolutions. It is intended to propose resolutions 11 to 14 (inclusive) as special resolutions. All other resolutions will be proposed as ordinary resolutions.

### **Resolution 1. Report and Accounts – Ordinary Resolution**

To receive the annual accounts of the Company and the reports of the Directors for the financial year ended 31 March 2024, together with the report of the auditor thereon.

### **Resolution 2. Directors’ Remuneration Report – Ordinary Resolution**

To approve the Directors’ Remuneration Report for the financial year ended 31 March 2024 as set out on pages 43 to 56 (inclusive) of the Annual Report and Accounts 2024.

### **Resolution 3. Re-elect Director – Ordinary Resolution**

To re-elect Jonathan Roe as a Director of the Company.

### **Resolution 4. Re-elect Director – Ordinary Resolution**

To re-elect Michael Bartholomeusz as a Director of the Company.

### **Resolution 5. Elect Director – Ordinary Resolution**

To elect James McColl as a Director of the Company.

### **Resolution 6. Re-elect Director – Ordinary Resolution**

To re-elect Kerry Penfold as a Director of the Company.

### **Resolution 7. Re-appointment of auditor – Ordinary Resolution**

To re-appoint MHA as auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.

### **Resolution 8. Remuneration of auditor– Ordinary Resolution**

To authorise the Directors to set the remuneration of the auditor.

### **Resolution 9. Political donations and political expenditure – Ordinary Resolution**

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 30 December 2025 or, if sooner, the conclusion of the Annual General Meeting of the Company in 2025. 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.

### **Resolution 10. Directors’ authority to allot shares (section 551) – Ordinary Resolution**

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 £475,294 (such amount to be reduced by the nominal amount allotted or granted under resolution 10(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 £950,588 (such amount to be reduced by any allotments or grants made under resolution 10(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 30 December 2025), 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.

### **Resolution 11. Authority for disapplication of pre-emption rights – Special Resolution**

That, subject to the passing of resolution 10 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 10(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 10(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 11, up to an aggregate nominal amount of £142,588,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 30 December 2025), 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.

### **Resolution 12. Additional authority for disapplication of pre-emption rights – Special Resolution**

That, subject to the passing of resolutions 10 and 11 above, and in addition to the power given by resolution 11, 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 11; 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 £142,588; and
  - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve 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 a 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 30 December 2025), 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.

### **Resolution 13. Share buyback – Special Resolution**

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 57,035,296;
- (b) the minimum price that may be paid for each ordinary share is 0.25p; such 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 2025 or at the close of business on 30 December 2025, 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.

**Resolution 14. Notice of general meetings – Special Resolution**

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

**Nicholas Beal**

Company Secretary

4 September 2024

**Registered Office**

71-75 Shelton Street

Covent Garden

London

WC2H 9JQ

## 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 Bournemouth Highcliff Marriott Hotel, 105 St Michael's Road, Bournemouth BH2 5DU on Monday 30 September 2024 at 1:00 pm.

Resolutions 1 to 10 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 11 to 14 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 2024

The Directors will present the accounts and reports of the Directors of the Company for the year ended 31 March 2024 (the "Annual Report and Accounts 2024"), 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 2024 (the "Directors' Remuneration Report"). You can find the Directors' Remuneration Report on pages 43 to 56 (inclusive) of the Annual Report and Accounts 2024. 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 to 6. Director election and re-election

Resolutions 3 to 6 relate to the re-election and 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 the Jonathan Roe, Michael Bartholomeusz and Kerry Penfold are set out on page 28 of the Annual Report and Accounts 2024.

James ("Jim") McColl has specialised in creating investor value by building businesses for nearly three decades. Over that period, he has invested in 20 platform acquisitions, overseen 15 exits including 2 public listings and led a number of public to private transactions, mergers, demergers, spin outs and turnarounds. This has included the successful turnaround of Clyde Blowers plc. Over the past 30 years Jim has been the chief architect of significant expansion and growth for Clyde Blowers, developing the business into a portfolio of global engineering companies. More recently, Jim founded AlbaCo (now Alba Bank) with a view to establishing a new Scottish based challenger bank focussed on serving the SME market.

Resolutions 3 to 5 relate to the re-election of Jonathan Roe and Michael Bartholomeusz, and the election of Jim McColl 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 Directors' 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.

### Resolutions 7 and 8. Auditor re-appointment and remuneration

Resolutions 7 and 8 relate to the re-appointment of MHA 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 Annual General Meeting at which the Company's accounts are laid.

### Resolution 9. 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 9, if passed, will give the Directors authority to make political donations until the close of business on 30 December 2025 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.

### **Resolution 10. 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 27 September 2023 is due to expire at the end of the Annual General Meeting. Accordingly, resolution 10 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 £475,294, representing approximately one-third (33.33%) of the Company's existing issued share capital as at 3 September 2024 (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 £950,588 (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 2024 (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. 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 of 3 September 2024 (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 2025 or at the close of business on 30 December 2025, whichever is the earlier.

### **Resolution 11. Disapplication 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 27 September 2023 is due to expire at the end of the Annual General Meeting. Accordingly, resolution 11 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 £142,588 (being approximately 10% of the Company's issued ordinary share capital as of 3 September 2024 (being the latest practicable date prior to publication of this document)). The figure of 10% reflects the Pre-Emption Group 2022 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles").

If given, this power will expire at the Annual General Meeting of the Company in 2025 or at the close of business on 30 December 2025, whichever is the earlier.

### **Resolution 12. Further disapplication 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 12 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 £142,588 (being approximately 10% of the Company's issued ordinary share capital as of 3 September 2024 (the latest practicable date prior to publication of this Notice)). This is in addition to the 10% referred to in resolution 11.

If given, this power will expire at the Annual General Meeting of the Company in 2025 or at the close of business on 30 December 2025, 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 13. 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 14. Authority to call general meetings 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 14 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 2025.



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

### Entitlement to attend and vote

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 Bournemouth Highcliff Marriott Hotel, 105 St Michael's Road, Bournemouth BH2 5DU on Monday 30 September 2024 at 1:00pm; 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 Thursday 26 September 2024 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.

The Board has put in place arrangements for the Annual General Meeting to enable the shareholders to engage in the process. Shareholders will be able to listen to and view the Annual General Meeting on a webcast. Details of the webcast will be made available on the Company's website ([www.amigopl.com](http://www.amigopl.com)). Shareholders listening to and viewing the Annual General Meeting on the webcast will not be counted as being present at the Annual General Meeting and, therefore, will not be able to vote, speak or ask questions. Shareholders can instead submit their vote by proxy (see note below) and submit questions to the Board in advance of the Annual General Meeting by emailing [investors@amigo.me](mailto:investors@amigo.me) by no later than 1:00 on Thursday 26 September 2024, including their full name and investor code (IVC number).

We strongly encourage shareholders to vote on the Resolution 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. The Chair will cast votes regarding your shareholding in accordance with your instructions.

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.

If you hold your shares through a broker or a nominee (eg Hargreaves Lansdown, Halifax Share Dealing, IG Markets, AJ Bell, etc) you should refer to the 'Nominated persons' note below for information how to attend the meeting and vote.

### Appointment of proxies

If you hold your shares through a broker or a nominee (eg Hargreaves Lansdown, Halifax Share Dealing, IG Markets, AJ Bell etc) you should refer to the '*Nominated persons*' note on page 11 below.

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 the 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.

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 9.00 and 17.30 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.

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 13.00 on Thursday 26 September 2024. If you are a CREST member, see the 'Proxy appointment on CREST' note 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 1:00 pm on Thursday 26 September 2024, by our registrar, Link Group, at:

- UK-based members: FREEPOST PXS, Central Square, 29 Wellington Street, Leeds LS1 4DL; or
  - non-UK-based members: Link Group, 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 potential industrial action, 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 form of proxy is posted sufficiently far in advance to ensure it is received before the deadline.

To change your proxy instructions, you may amend them on [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, 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).

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).

Completion of an electronic or paper form of proxy (or other instrument appointing a proxy or any CREST Proxy Instruction (as described in the 'Proxy appointment on CREST' note below) will not preclude a member attending and voting in person at the meeting if he/she wishes to do so. 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.

A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on the 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" the Resolution.

### **Proxy appointment on CREST**

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 at [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.

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 International 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.

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.

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.

## Proxy appointment on Proximity

If you are an institutional investor you may be able to appoint a proxy electronically on the Proximity platform. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged 48 hours prior to the time appointed for the meeting in order to be considered valid. Before you can appoint a proxy using this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

## Nominated persons

If you hold your shares through a broker or a nominee (eg Hargreaves Lansdown, Halifax Share Dealing, IG Markets, AJ Bell etc), you will need to ask your broker or nominee to submit your proxy on your behalf. We will publish a 'how to vote guide' on the Company's website. If you wish to attend the meeting in person you will need to obtain a 'letter of representation' from your broker or nominee.

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.

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

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

Any member attending the 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:

- to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Shareholders can also submit questions to the Board in advance of the Annual General Meeting by emailing [investors@amigo.me](mailto:investors@amigo.me) by no later than 1.00 pm on Thursday 26 September 2024. 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

Copies of: the Executive Director's service agreement with the Company; and 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).

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).

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.

As of 3 September 2024 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 570,352,960 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 570,352,960 ordinary shares.

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