

THIS DOCUMENT AND ANY ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised for the purposes of the Financial Services and Markets Act 2000 ("FSMA") who specialises in advising on the acquisition of shares and other securities before taking any action. The whole of this document should be read. You should be aware that an investment in the Company involves a high degree of risk and prospective investors should in particular carefully consider the section entitled "Risk Factors" set out in Part II of this document.

If you have sold or transferred all of your Ordinary Shares on or before the Open Offer Record Date please forward this document, together with the Application Form, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other party through whom the sale or transfer was effected for transmission to the purchaser or transferee. Such documents should, however, not be forwarded to or transmitted into any jurisdiction outside of the UK if to do so would constitute a violation of the relevant law and/or regulations of such jurisdiction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or transferred only part of your registered holding of Ordinary Shares on or before the Open Offer Record Date, you are advised to consult your stockbroker, bank or other agent through whom the sale or transfer was effected.

The maximum amount to be raised under the Open Offer shall be less than €5 million (or an equivalent amount in pounds sterling). The New Shares shall only be available to qualified investors for the purposes of the Prospectus Rules or otherwise in circumstances not resulting in an offer of transferable securities to the public under section 102B of FSMA. Neither the Placing nor the Open Offer constitutes an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Rules made by the Financial Conduct Authority of the UK ("FCA") pursuant to sections 73A(1) and (4) of FSMA and has not been approved by the FCA, the London Stock Exchange, any securities commission or any other authority or regulatory body nor has it been approved for the purposes of section 21 of FSMA. In addition, this document does not constitute an admission document drawn up in accordance with the AIM Rules.

The Company's Ordinary Shares are currently admitted to trading on the AIM market of the London Stock Exchange ("AIM"). Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM. The New Shares will not be admitted to trading on any other investment exchange. Subject to certain conditions being satisfied, it is expected that admission of the New Shares will become effective and that dealings will commence at 8.00 a.m. on 7 April 2017.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. Neither the London Stock Exchange nor the UKLA has examined or approved the contents of this document. The AIM Rules are less demanding than those of the Official List. It is emphasised that no application is being made for admission of the Existing Ordinary Shares or the New Shares to the Official List.

PRIVATE & COMMERCIAL FINANCE GROUP PLC

(Incorporated and registered in England and Wales under the Companies Act 2006 with registered number 02863246)

**Placing of 40,000,000 New Shares at 25 pence per New Share,
Open Offer of up to 2,000,000 New Shares at 25 pence per New Share
and
Notice of General Meeting**

Nominated Adviser & Joint Broker
Panmure Gordon (UK) Limited

Joint Broker
Stockdale Securities Limited

You are recommended to read the whole of this document but your attention is drawn, in particular, to the letter from the Chairman of the Company explaining the background to, and reasons for, the Transaction which is set out in Part I of this document and to the Risk Factors in Part II of this document which contains a discussion of certain factors that should be considered by Shareholders when considering whether or not to make an investment in the Company.

Panmure Gordon (UK) Limited ("**Panmure Gordon**"), which is authorised and regulated in the UK by the FCA and is a member of the London Stock Exchange, is the Company's nominated adviser and Joint Broker for the purposes of the AIM Rules. Panmure Gordon is acting with Stockdale Securities Limited ("**Stockdale**") for the Company in relation to the Transaction and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Transaction and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the contents of this document or any other matter referred to herein. Panmure Gordon's responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed to the London Stock Exchange and not to any other person in respect of their decision to acquire New Shares in reliance on any part of this document.

Panmure Gordon has not authorised the contents of this document for any purpose and no liability whatsoever is accepted by Panmure Gordon nor does it make any representation or warranty, express or implied, as to the accuracy of, any information or opinion contained in this document or for the omission of any information. Panmure Gordon expressly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document.

Stockdale, which is authorised and regulated in the UK by the FCA and is a member of the London Stock Exchange, is the Company's Joint Broker for the purposes of the AIM Rules. Stockdale is acting with Panmure Gordon for the Company in relation to the Transaction and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Transaction and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for providing advice in relation to the contents of this document or any other matter referred to herein.

Stockdale has not authorised the contents of this document for any purpose and no liability whatsoever is accepted by Stockdale nor does it make any representation or warranty, express or implied, as to the accuracy of, any information or opinion contained in this document or for the omission of any information. Stockdale expressly disclaims all and any responsibility or liability whether arising in tort, contract or otherwise which it might otherwise have in respect of this document.

This document does not constitute an offer to sell, or the solicitation of an offer to buy, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. The Ordinary Shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or under the applicable securities laws of any state or other jurisdiction of the United States or any province or territory of Canada, Japan, Australia or the Republic of South Africa. Accordingly, unless a relevant exemption from such requirements is available, the New Shares may not, subject to certain exceptions, be offered, sold, taken up, re-sold or delivered, directly or indirectly, into or within the United States, Canada, Japan, Australia, the Republic of South Africa or in any other country, territory or possession where to do so may contravene local securities laws or regulations. Shareholders who believe that they, or persons on whose behalf they hold Ordinary Shares, are eligible for an exemption from such requirements should refer to paragraph 6 of Part IV of this document to determine whether and how they may participate.

Overseas Shareholders and any person (including, without limitation, nominees, custodians and trustees) who has a contractual or other legal obligation to forward this document or an Application Form to a jurisdiction outside the UK should read paragraph 6 of Part IV of this document.

Qualifying non-CREST Shareholders will find an Application Form enclosed with this document. Applications under the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim arising out of the sale or transfer of Ordinary Shares prior to the date on which the relevant Ordinary Shares are marked "ex" the entitlement by the London Stock Exchange. Holdings of Ordinary Shares in certificated and uncertificated form will be treated as separate holdings for the purposes of calculating entitlements under the Open Offer. The latest time for application and payment in full under the Open Offer is 11.00 a.m. on 5 April 2017 and the procedure for application and payment is set out in Part IV of this document.

The Placing and Open Offer are conditional, *inter alia*, on the passing of the Resolutions. The New Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared, made or paid on or in respect of such Existing Ordinary Shares after Admission. For the avoidance of doubt, the New Shares will be entitled to receive the 2016 Final Dividend.

Notice of the General Meeting of Private & Commercial Finance Group plc, to be held at 10.00 a.m. on 6 April 2017 at Pinners Hall, 105-108 Old Broad Street, London EC2N 1ER, is set out at the end of this document. A Form of Proxy is enclosed for use by Shareholders in connection with the meeting. To be valid, Forms of Proxy, completed in accordance with the instructions printed thereon, must be received by Private & Commercial Finance Group plc's registrars, Computershare Investor Services PLC, Corporate Actions Projects, The Pavilions, Bridgwater Road, Bristol BS99 6AH, as soon as possible but in any event by no later than 10.00 a.m. on 4 April 2017. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting or any adjournment thereof should they so wish.

FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements" which includes all statements other than statements of historical fact including, without limitation those regarding the Company's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "might", "anticipates", "would", "could", "shall", "estimate", "plans", "predicts", "continues", "assumes", "positioned", or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company's control that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS IN RELATION TO THE TRANSACTION

Open Offer Record Date for entitlements under the Open Offer	Close of business	16 March 2017
Announcement of the proposed Placing and Open Offer		17 March 2017
Announcement of the Result of Placing		17 March 2017
Ex-entitlement Date of the Open Offer	7.00 a.m.	20 March 2017
Publication and posting of the Circular including (Notice of General Meeting), Application Forms and Forms of Proxy		20 March 2017
Open Offer Entitlements and Excess Entitlements credited to stock accounts of Qualifying CREST Shareholders in CREST	As soon as possible after 8.00 a.m.	22 March 2017
Recommended latest time and date for requesting withdrawal of Open Offer Entitlements and Excess Entitlements from CREST	4.30 p.m.	30 March 2017
Latest time and date for depositing Open Offer Entitlements and Excess Entitlements into CREST	3.00 p.m.	31 March 2017
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims only)	3.00 p.m.	3 April 2017
Latest time and date for receipt of Forms of Proxy	10.00 a.m.	4 April 2017
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate)	11.00 a.m.	5 April 2017
General Meeting	10.00 a.m.	6 April 2017
Announcement of the results of the General Meeting and Open Offer		6 April 2017
Admission and commencement of dealings in New Shares	8.00 a.m.	7 April 2017
New Shares in uncertificated form expected to be credited to accounts in CREST	As soon as possible after 8.00 a.m.	7 April 2017
Despatch of definitive share certificates for the New Shares in certificated form	Within 10 business days of Admission	

If any of the details contained in the timetable above should change, the revised time and dates will be notified to Shareholders by means of a Regulatory Information Service (as defined in the AIM Rules) announcement.

In this document, all references to times and dates are to times and dates in London, UK. The timetable above assumes that the Resolutions are passed at the General Meeting without adjournment.

In order to subscribe for Open Offer Shares under the Open Offer, Qualifying Shareholders will need to follow the procedure set out in Part IV of this document and, where relevant, complete the accompanying Application Form. If Qualifying Shareholders have any queries on the procedure for acceptance and payment, or wish to request another Application Form, they should contact Computershare Investor Services PLC on +44 (0)370 707 1224, quoting the allotment number of their Application Form.

If you have questions on how to complete the Form of Proxy, please contact Computershare Investor Services PLC on +44 (0)370 707 1224.

Calls to the Computershare Investor Services PLC number from outside the UK are charged at applicable international rates. Calls may be recorded and monitored randomly for security and training purposes. Computershare Investor Services PLC cannot provide advice on the merits of the Transaction and cannot give any financial, legal or tax advice.

NEW TIMETABLE IN RELATION TO THE 2016 FINAL DIVIDEND AND 2016 SCRIP DIVIDEND

The Placing Shares and the Open Offer Shares will be entitled to receive the 2016 Final Dividend. Qualifying Shareholders will also be entitled to elect to receive the 2016 Scrip Dividend instead of cash. As such, the dividend timetable as previously notified has been amended. The new timetable for the 2016 Final Dividend and 2016 Scrip Dividend is as follows:

Date on which the Ordinary Shares quoted ex the 2016 Final Dividend	Thursday 13 April 2017
Record date for entitlement to participate in the 2016 Final Dividend	Tuesday 18 April 2017
2016 Scrip Dividend share price set	Friday 21 April 2017
Date on which Scrip Dividend Mandate Forms required to be submitted	Tuesday 25 April 2017
2016 Final Dividend payment date/first day of dealing in new Ordinary Shares relating to elections to receive the 2016 Scrip Dividend	Tuesday 16 May 2017

SHARE CAPITAL AND TRANSACTION STATISTICS

Issue Price for each New Share	25 pence
Discount to an Existing Ordinary Share	approximately 5.7 per cent.
Number of Existing Ordinary Shares in issue as at the date of this document	170,124,102
Number of Placing Shares to be issued pursuant to the Placing	40,000,000
Basis of Open Offer	1 New Share for every 25 Existing Ordinary Shares
Maximum number of Open Offer Shares to be issued pursuant to the Open Offer	2,000,000
Enlarged Share Capital immediately following Admission*	212,124,102
Approximate market capitalisation at Admission at the Issue Price*	£53.0 million
New Shares as a percentage of the Enlarged Share Capital*	approximately 19.8 per cent.
Estimated gross proceeds of the Transaction receivable by the Company*	£10.5 million
Estimated net proceeds of the Transaction receivable by the Company*	approximately £10.0 million
ISIN – Ordinary Shares	GB0004189378
ISIN – Open Offer Basic Entitlements	GB00BYPZR625
ISIN – Open Offer Excess Entitlements	GB00BYPZR732

* assuming full take up of the Open Offer.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Timothy Franklin <i>(Non-Executive Chairman)</i> David Morgan <i>(Non-Executive Director)</i> Anthony Nelson <i>(Non-Executive Director)</i> Mark Brown <i>(Non-Executive Director)</i> Andrew Brook <i>(Non-Executive Director)</i> Scott Maybury <i>(Chief Executive)</i> Robert Murray <i>(Managing Director)</i> David Bull <i>(Finance Director)</i>
Company Secretary	R J Murray
Registered Office	Piners Hall 105-108 Old Broad Street London EC2N 1ER
Nominated Adviser & Broker	Panmure Gordon (UK) Limited One New Change London EC4M 9AF
Joint Broker	Stockdale Securities Limited Beaufort House 15 St Botolph Street London EC3A 7BB
Auditors	Ernst & Young LLP 25 Churchill Place London E14 5RB
Legal advisers to the Company	Maclay Murray & Spens LLP One London Wall London EC2Y 5AB
Registrars	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6AH

DEFINITIONS

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

“Admission”	admission of the New Shares to trading on AIM becoming effective in accordance with the AIM Rules
“Act”	the Companies Act 2006 (as amended)
“AGM”	the Company’s Annual General Meeting held on 10 March 2017
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies governing the admission to and operation of AIM published by the London Stock Exchange as amended from time to time
“AIM Rules for Nominated Advisers”	the AIM Rules for Nominated Advisers published by the London Stock Exchange as amended from time to time
“Applicant”	a Qualifying Shareholder or a person by virtue of a <i>bona fide</i> market claim who lodges an Application Form or relevant CREST instruction under the Open Offer
“Application Form”	the application form relating to the Open Offer and enclosed with this document for use by Qualifying non-CREST Shareholders
“Articles”	the articles of association of the Company in force at the date of this document
“Basic Entitlement(s)”	the pro rata entitlement for Qualifying Shareholders to subscribe for Open Offer Shares, pursuant to the Open Offer as described in Part IV of this document
“Bermuda Commercial Bank Limited” or “BCB”	Bermuda Commercial Bank Limited, a company incorporated in Bermuda with registered number LC1404 whose registered office is at Bermuda Commercial Bank Building, 19 Par-la-Ville Road, Hamilton, HM11, Bermuda. BCB is the wholly owned subsidiary of Somers
“Board” or the “Directors”	the Directors of the Company, as at the date of this document, whose names are set out on page 7 of this document
“CCSS”	the CREST Courier and Sorting Service, established by Euroclear to facilitate, <i>inter alia</i> , the deposit and withdrawal of certificated securities
“certified” or “in certificated form”	in relation to a share or other security, a share or other security that is not in uncertificated form, that is not in CREST
“Circular” or “document”	this circular, dated 20 March 2017
“Closing Price”	the closing middle market quotation of a share as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange
“Company” or “PCFG”	Private & Commercial Finance Group plc, a company incorporated in England and Wales with company number 02863246 whose registered office is at Pinners Hall, 105-108 Old Broad Street, London EC2N 1ER
“CREST”	the relevant system (as defined in the CREST Regulations 2001) for the paperless settlement of trades and the holding of uncertificated securities, operated by Euroclear, in accordance with the same regulations

“CREST Manual”	the rules governing the operation of CREST, as published by Euroclear
“CREST member”	a person who has been admitted by Euroclear as a system member (as defined in the CREST Regulations)
“CREST participant”	a person who is, in relation to CREST, a system participant (as defined in the CREST Regulations)
“CREST payment”	shall have the meaning given in the CREST Manual issued by Euroclear
“CREST Regulations”	the Uncertified Securities Regulations 2001 (SI 2001 No. 3875), as amended
“CREST sponsor”	a CREST participant admitted to CREST as a CREST sponsor
“CREST sponsored member”	a CREST member admitted to CREST as a Sponsored Member (which includes all CREST Personal Members)
“Disclosure and Transparency Rules”	the disclosure guidance and transparency rules of the FCA as amended from time to time
“EEA”	the European Economic Area
“Enlarged Share Capital”	the issued Ordinary Share capital of the Company immediately following the issue of the New Shares
“EU”	the European Union
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Excess Entitlement(s)”	Open Offer Shares in excess of the Basic Entitlement, but not in excess of the total number of Open Offer Shares, allocated to a Qualifying Shareholder pursuant to the Open Offer as described in Part IV of this document
“Excess Application Facility”	the arrangement pursuant to which Qualifying Shareholders may apply for additional Open Offer Shares in excess of the Basic Entitlement in accordance with the terms and conditions of the Open Offer
“Excess CREST Open Offer Entitlement”	in respect of each Qualifying CREST Shareholder, the entitlement to apply for Open Offer Shares in addition to the Basic Entitlement credited to the Qualifying CREST Shareholder’s account in CREST, pursuant to the Excess Application Facility, which is conditional on the Qualifying CREST Shareholder taking up his Basic Entitlement in full and which may be subject to scaleback in accordance with the provisions of this document
“Excess Shares”	the Open Offer Shares for which Qualifying Shareholders may apply under the Excess Application Facility in addition to their Basic Entitlement
“Ex-entitlement Date”	the date on which the Existing Ordinary Shares are marked ‘ex’ for entitlement under the Open Offer being 7.00 a.m. on 20 March 2017
“Existing Ordinary Shares”	the 170,124,102 Ordinary Shares in issue as at the date of this document being the entire issued share capital of the Company prior to the Transaction

“FCA”	the UK Financial Conduct Authority established pursuant to the Financial Services Act 2012 and responsible for, among other things, the conduct and regulation of firms authorised and regulated under FSMA and the prudential regulation of firms which are not regulated by the PRA
“Form of Proxy”	the form of proxy which accompanies this document for use in connection with the General Meeting
“FSMA”	the Financial Services and Markets Act 2000 (as amended)
“General Meeting”	the general meeting of the Company, to be held at 10.00 a.m. on 6 April 2017 at Pinners Hall, 105-108 Old Broad Street, London EC2N 1ER
“Group”	together the Company and its subsidiary undertakings
“HMRC”	Her Majesty’s Revenue & Customs
“ISIN”	International Securities Identification Number
“Issue Price”	25 pence per New Share
“London Stock Exchange”	London Stock Exchange plc
“member account ID”	the identification code or number attached to any member account in CREST
“New Shares”	up to 42,000,000 new Ordinary Shares to be issued pursuant to the Transaction (being the Placing Shares and the Open Offer Shares)
“NIM”	net interest margin
“Notice of General Meeting”	the notice convening the General Meeting set out at the end of this document
“Official List”	the Official List of the UKLA
“Open Offer”	the conditional invitation to Qualifying Shareholders to apply for the Open Offer Shares at the Issue Price on the terms and conditions outlined in this document and, where relevant, in the Application Form
“Open Offer Entitlements”	entitlements for Qualifying Shareholders to subscribe for Open Offer Shares pursuant to the Basic Entitlement and Excess Entitlement
“Open Offer Record Date”	close of business on 16 March 2017
“Open Offer Shares”	up to 2,000,000 New Shares to be issued pursuant to the Open Offer
“Ordinary Shares”	ordinary shares of five pence each in the capital of the Company having the rights and being subject to the restrictions contained in the Articles
“Overseas Shareholders”	Shareholders with registered addresses, or who are citizens or residents of, or incorporated in Restricted Jurisdictions
“Panmure Gordon”, “Nominated Adviser” or “Joint Broker”	Panmure Gordon (UK) Limited, the Company’s nominated adviser and joint broker
“participant ID”	the identification code or membership number used in CREST to identify a particular CREST member or other CREST participant

“Placees”	any person who has agreed to subscribe for Placing Shares
“Placing”	the placing by Panmure Gordon and Stockdale, as agents of and on behalf of the Company, of Placing Shares at the Issue Price on the terms and subject to the passing of the Resolutions and the conditions in the Placing Agreement
“Placing Agreement”	the conditional agreement dated 17 March 2017 between the Company, Panmure Gordon and Stockdale, a summary of which is set out in paragraph 1 of Part V of this document
“Placing Shares”	40,000,000 New Shares to be issued pursuant to the Placing
“PRA”	the UK Prudential Regulation Authority, established pursuant to the Financial Services Act 2012
“Prospectus Rules”	the Prospectus Rules made in accordance with EU Prospectus Directive (2003/71/EC) in relation to offers of securities to the public and admission of securities to trading on a regulated market
“Publicly Available Information”	any information published by the Company using a Regulatory Information Service
“Qualifying CREST Shareholders”	Qualifying Shareholders holding Existing Ordinary Shares which, on the register of members of the Company on the Open Offer Record Date, are in uncertificated form in CREST
“Qualifying non-CREST Shareholders”	Qualifying Shareholders holding Existing Ordinary Shares which, on the register of members of the Company on the Open Offer Record Date, are in certificated form
“Qualifying Shareholders”	holders of Existing Ordinary Shares other than Overseas Shareholders, BCB and the Directors, whose names appear on the register of members of the Company on the Open Offer Record Date as holders of Existing Ordinary Shares and who are eligible to be offered Open Offer Shares under the Open Offer in accordance with the terms and conditions set out in this document
“Receiving Agent”	Computershare Investor Services PLC
“Registrar”	Computershare Investor Services PLC
“Regulatory Information Service”	a service approved by the London Stock Exchange for the distribution to the public of AIM announcements and included within the list on the website of the London Stock Exchange
“Resolutions”	the Shareholder resolutions to be proposed at the General Meeting and as set out in the Notice of General Meeting
“Restricted Jurisdictions”	the United States, Australia, Canada, Japan, the Republic of South Africa and any other jurisdiction where the extension or availability of the Open Offer would breach any applicable law
“RoE”	return on equity
“Scrip Dividend Mandate Form”	mandate forms for the 2016 Scrip Dividend
“Securities Act”	the United States Securities Act of 1933, as amended
“Shareholders”	registered holders of Ordinary Shares

“Somers Group”	together Somers, BCB and any subsidiary undertaking thereof
“Somers Limited” or “Somers”	Somers Limited, a company incorporated in Bermuda with registered number 46441 whose registered office is at 34 Bermudiana Road, Hamilton HM11, Bermuda. Somers is the sole parent company of BCB
“Stockdale” or “Joint Broker”	Stockdale Securities Limited
“Transaction”	together, the Placing and Open Offer
“UK”	the United Kingdom of Great Britain and Northern Ireland
“UKLA”	the UK Listing Authority, being the FCA acting as the competent authority for the purposes of Part VI of the FSMA
“uncertificated” or “in uncertificated form”	a share or other security recorded on the relevant register of the share or security concerned as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“USE”	unmatched stock event
“2016 Final Dividend”	the final cash dividend of 0.1 pence per Ordinary Share in respect of the 18 month period ended 30 September 2016
“2016 Scrip Dividend”	the opportunity for Shareholders to elect to receive new Ordinary Shares credited as fully paid instead of cash in respect of all or part of any dividend, including in relation to the 2016 Final Dividend

A reference to £ is to pounds sterling, being the lawful currency of the UK. A reference to € or Euro is to the lawful currency of the Euro area.

PART I - LETTER FROM THE CHAIRMAN
PRIVATE & COMMERCIAL FINANCE GROUP PLC

(Incorporated and registered in England and Wales with registered number 02863246)

Directors

Timothy Franklin (Non-Executive Chairman)
David Morgan (Non-Executive Director)
Anthony Nelson (Non-Executive Director)
Mark Brown (Non-Executive Director)
Andrew Brook (Non-Executive Director)
Scott Maybury (Chief Executive)
Robert Murray (Managing Director)
David Bull (Finance Director)

Registered Office

Pinner's Hall
105-108 Old Broad Street
London
EC2N 1ER

20 March 2017

Dear Shareholder,

Placing of 40,000,000 New Shares, Open Offer of up to 2,000,000 New Shares and Notice of General Meeting

Introduction

The Company has conditionally raised £10 million (before expenses) by way of a Placing of 40,000,000 Placing Shares with new institutional investors and certain existing Shareholders (including Somers, (the sole parent company of the Company's majority Shareholder, BCB) and certain Directors) at the Issue Price of 25 pence per Placing Share, as announced on 17 March 2017. The Issue Price represents a discount of approximately 5.7 per cent. to the price of 26.5 pence per Existing Ordinary Share, being the Closing Price on 16 March 2017, being the last practicable date prior to the date of the announcement of the Transaction.

In addition, in order to provide Shareholders who have not taken part in the Placing with an opportunity to participate in the proposed issue of New Shares, the Company is providing all Qualifying Shareholders with the opportunity to subscribe for an aggregate of up to 2,000,000 Open Offer Shares, to raise up to £0.5 million (before expenses) for the Company, on the basis of 1 Open Offer Share for every 25 Existing Ordinary Shares held on the Open Offer Record Date, at 25 pence per share. Shareholders subscribing for their full entitlement under the Open Offer may also request additional Open Offer Shares through the Excess Application Facility.

In order to maximise the number of Open Offer Shares available under the Open Offer to Qualifying Shareholders, BCB (the Company's majority Shareholder) and the Directors have confirmed that they will not take up any Ordinary Shares which may have been offered to them as part of the Open Offer and will not subscribe for any Open Offer Shares. The Open Offer Entitlements which could otherwise have been available to BCB and the Directors under the Open Offer will be made available to Qualifying Shareholders under the Open Offer.

The Company has also been informed by the Somers Group that it recognises that, over time, PCFG may require further capital in order to take full advantage of suitable opportunities that may present themselves to PCFG, and the Somers Group shall continue to assess its overall interest in the Company to enhance value for all Shareholders.

The net proceeds for the Transaction will allow the Group to maintain the level of regulatory capital and liquidity the Group is required to hold as agreed with the PRA and FCA pursuant to the Group's authorisation on 6 December 2016 for a banking licence. The net proceeds will be used to purchase high quality liquid assets to maintain predetermined liquidity ratios for retail deposit taking and operate comfortably within the relevant regulatory capital regime. The net proceeds will also provide adequate capital for growth plans over the medium term as well as providing working capital to support the costs of mobilisation, including IT infrastructure.

Panmure Gordon and Stockdale have, pursuant to the terms of the Placing Agreement, conditionally procured Placees to subscribe for the Placing Shares at the Issue Price. The Placing comprises 40,000,000 Placing Shares. The Placing Shares are not subject to clawback and are not part of the Open Offer. The Placing is not underwritten.

The issue of the Placing Shares and the Open Offer Shares is conditional, *inter alia*, on the passing by Shareholders of the Resolutions at the General Meeting for the purposes of authorising the Directors to allot the Placing Shares and the Open Offer Shares and to dis-apply statutory pre-emption rights in relation thereto. The Open Offer is conditional on the Placing. The formal Notice of General Meeting, which is being convened for 10.00 a.m. on 6 April 2017, is set out at the end of this document.

If the conditions relating to the issue of the Placing Shares are not satisfied, or the Placing Agreement is terminated in accordance with its terms, neither the Placing Shares nor the Open Offer Shares will be issued and the Company will not receive the related subscription monies.

The purpose of this document is to provide you with information regarding the Transaction, to explain why your Board considers the Transaction to be in the best interests of the Company and its Shareholders as a whole and why it unanimously recommends that you should vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

Background to and reasons for the Transaction

The Group received notification on 6 December 2016 that its application for a banking licence had been successful and it was authorised as a bank.

The Group has chosen the 'mobilisation route' to authorisation. This involves the granting of the banking licence with restriction, which requires the delivery of a number of predetermined tasks and actions in accordance with an agreed project plan to be completed within 12 months. The Group chose this route to ensure, as far as possible, certainty of outcome before incurring the substantial infrastructure costs of operating as a bank. These costs cover areas such as an enhanced governance framework (including the recruitment of additional independent non-executive Directors with financial services and banking experience), additional staff resource and new technology platforms. The project plan is well underway and the Group expects to mobilise the bank in summer 2017.

Initially, the bank will support the Group's existing chosen markets of consumer motor finance and SME asset finance, with scope to grow both these areas by utilising the anticipated cheaper cost of funds and more flexible nature of a retail depositor base. The growth in the portfolio will continue to be based on prudent lending, with credit risk appetite focussing on increasing volumes by operating in the prime sector of both markets.

Access to the retail deposit market will provide the Group with a lower cost funding resource in excess of that available from wholesale bank debt, allowing the Group to scale the portfolio. The Group's target savings market (being UK-domiciled, middle-to-older-aged savers) is estimated to be worth approximately £154 billion, with the average retail savings account deposited with the Group expected to be around £40,000. The Group will still retain an element of wholesale bank debt to maintain a diversified treasury model, mitigating risk in times of economic uncertainty. Once the bank is established, the Board will assess its options for extending the Group's range of financial products and markets.

Strategic objectives

The Group's strategic objectives at the end of the first three years following the commencement of retail deposit taking are to achieve the following targets:

- RoE after tax of 12.5 per cent.;
- NIM of 8 per cent. (the Group's NIM was approximately 9.0 per cent. in the 12 months ended 30 September 2016);
- portfolio of loans and receivables of £350 million; and
- retail deposits of £250 million.

The Group's strategic objectives for the first five years following the commencement of retail deposit taking are to achieve the following targets:

- RoE after tax of 17.5 per cent.;
- NIM of 8 per cent.;
- portfolio of loans and receivables of £750 million;
- retail deposits of £500 million; and
- the addition of securitisation to the Group's funding techniques.

Use of proceeds

The net proceeds for the Transaction will allow the Group to maintain the level of regulatory capital and liquidity the Group is required to hold as agreed with the PRA and FCA pursuant to the Group's authorisation on 6 December 2016 for a banking licence.

The net proceeds will be used to purchase high quality liquid assets to maintain predetermined liquidity ratios for retail deposit taking and operate comfortably within the relevant regulatory capital regime. The net proceeds will also provide adequate capital for growth plans over the medium term as well as providing working capital to support the costs of mobilisation, including IT infrastructure.

Current trading and outlook

PCFG notified its preliminary results for the 18 months ended 30 September 2016 through the Regulatory Information Service on 8 December 2016, and published its latest Annual Report and Financial Statements for the 18 months ended 30 September 2016 on 25 January 2017. Please refer to the Group's announcement as notified through the Regulatory Information Service and made available on PCFG's website at: www.pcfg.co.uk.

Financial highlights for the period included:

- underlying profit before tax for the 18 months ended 30 September 2016 was £5.6 million, before adjustment for £0.5 million of bank set-up costs
- profit before tax for the 18 months ended 30 September 2016 was £5.1 million
- underlying profit before tax for the 12 months ended 30 September 2016 was up 38 per cent. to £4.0 million (2015: £2.9 million)
- profit before tax for the 12 months ended 30 September 2016 was up 29 per cent. to £3.6 million (2015: £2.8 million)
- fully diluted earnings per Ordinary Share for the 18 months ended 30 September 2016 was up 19 per cent. to 1.9p (2015: 1.6p)
- return on average assets increased by 15 per cent. to 3.1 per cent. (2015: 2.7 per cent.)
- fully diluted after-tax return on equity was stable at 13.0 per cent. (2015: 12.9 per cent.) on a larger capital base
- £28.2 million of unearned finance charges to contribute to earnings in future years (2015: £25.7 million)
- The Directors recommended a dividend of 0.1 pence per Ordinary Share.

PCFG notified its most recent trading update on 10 March 2017. The Board was pleased to report that trading in the first five months of the financial year was in line with management expectations.

New business originations in the five months to 28 February 2017 were 11.3 per cent. ahead of the comparative period in the prior year at £28.2 million (2016: £25.3 million), while portfolio quality and performance were maintained at the previous high levels. The portfolio of receivables has grown to £127 million (2016: £122 million). The Company's key profitability indicators of return on average assets and return on equity continued to meet the Board's targets. These medium term targets remain unchanged at 2.5 per cent. and 12.5 per cent. respectively as the Company builds the bank and fully leverages the infrastructure.

The Group's primary objective is to complete full mobilisation of the bank and the project is on track for delivery in summer 2017. The key mobilisation tasks of governance arrangements, implementing a risk, liquidity and capital management framework, key function recruitment and recovery and resolution planning are well advanced. Also, the banking technology and infrastructure workstreams have recently moved into the testing phase. The Company continues to make good progress and is working closely with the PRA and FCA to achieve the lifting of restrictions ahead of taking retail deposits.

The Directors believe that it is a testament to the team that the mobilisation process has not distracted from organic growth, and there are a number of new business initiatives which the Company will update Shareholders on in more detail in due course. The Directors believe that the banking licence will greatly expand PCFG's addressable lending market and thereby provide a significant increase in scale, with a target portfolio of £350 million in three years and £750 million in five years which the Board believes will, together with the Company's continued focus on operational success and efficiencies, ultimately deliver superior profitability.

Details of the Transaction

The Company has conditionally placed 40,000,000 Placing Shares through a Placing at 25 pence per Placing Share. Alongside the Placing, the Company is making an Open Offer pursuant to which it may raise a further amount of up to £0.5 million (before expenses). The proposed issue price of 25 pence per Open Offer Share is the same price as the price at which New Shares are being issued pursuant to the Placing.

Dividends

The New Shares will, when issued and fully paid, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared, made or paid on or in respect of such Existing Ordinary Shares after Admission.

At the AGM, the Shareholders approved, *inter alia*, the 2016 Final Dividend and granted the Directors authority to offer Shareholders the opportunity to elect to receive new Ordinary Shares credited as fully paid instead of cash in respect of all or part of any dividend, including in relation to the 2016 Final Dividend (the "2016 Scrip Dividend").

The timetable for the 2016 Final Dividend and 2016 Scrip Dividend was previously proposed to be as follows:

Event	Original timetable as set out in the notice of AGM dated 25 January 2017
Date on which the Ordinary Shares quoted ex the 2016 Final Dividend	Thursday 23 March 2017
Record date for entitlement to participate in the 2016 Final Dividend	Friday 24 March 2017
2016 Scrip Dividend share price set	Wednesday 29 March 2017
Date on which Scrip Dividend Mandate Forms to be submitted	Friday 31 March 2017
2016 Final Dividend payment date/first day of dealing in new Ordinary Shares relating to elections to receive the 2016 Scrip Dividend	Thursday 13 April 2017

As announced by the Company on 17 March 2017, the Directors have, after due consideration, agreed that the Placing Shares and the Open Offer Shares should also be entitled to receive the 2016 Final Dividend. Qualifying Shareholders who subscribe for Open Offer Shares pursuant to the Open Offer may also elect to receive new Ordinary Shares credited as fully paid instead of cash in respect of all or part of the 2016 Final Dividend payable in respect of their Open Offer Shares. Pursuant to the terms and conditions of the Placing, Placees are not entitled to receive the 2016 Scrip Dividend instead of the 2016 Final Dividend.

The new timetable for the 2016 Final Dividend and 2016 Scrip Dividend is as follows:

Event	New timetable
Date on which the Ordinary Shares quoted ex the 2016 Final Dividend	Thursday 13 April 2017
Record date for entitlement to participate in the 2016 Final Dividend	Tuesday 18 April 2017
2016 Scrip Dividend share price set	Friday 21 April 2017
Date on which Scrip Dividend Mandate Forms required to be submitted	Tuesday 25 April 2017
2016 Final Dividend payment date/first day of dealing in new Ordinary Shares relating to elections to receive the 2016 Scrip Dividend	Tuesday 16 May 2017

Action to be taken in relation to the 2016 Scrip Dividend

Shareholders wanting to receive all of the 2016 Final Dividend in cash

Any Shareholder wanting to receive all of the 2016 Final Dividend in cash in respect of their existing Ordinary Shares and any Open Offer Shares they subscribe for pursuant to the Open Offer need not do anything. Such Shareholders will receive the 2016 Final Dividend in cash in relation to their existing Ordinary Shares and any Open Offer Shares they subscribe for pursuant to the Open Offer. If any Shareholder has completed and returned a Scrip Dividend Mandate Form but now wishes to revoke it, they should give notice of withdrawal to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received on or before 25 April 2017.

Shareholders wanting to receive new Ordinary Shares credited as fully paid instead of cash in respect of all of the 2016 Final Dividend and who have already completed and returned a Scrip Dividend Mandate Form

Any Shareholder wanting to receive the 2016 Scrip Dividend instead of the 2016 Final Dividend in respect of their existing Ordinary Shares and any Open Offer Shares they subscribe for pursuant to the Open Offer and who has already completed and returned a Scrip Dividend Mandate Form need not do anything. Pursuant to the terms and conditions of the scrip dividend scheme, each Shareholder who has completed and not revoked a Scrip Dividend Mandate Form will receive new Ordinary Shares in lieu of a cash dividend in respect of their holding of Ordinary Shares recorded in the register of members of the Company on the relevant record date (being Tuesday 18 April 2017 in respect of the 2016 Final Dividend).

Shareholders wanting to receive new Ordinary Shares credited as fully paid instead of cash in respect of all of the 2016 Final Dividend and who have not already completed and returned a Scrip Dividend Mandate Form

Any Shareholder wanting to receive the 2016 Scrip Dividend instead of the 2016 Final Dividend in respect of their existing Ordinary Shares and any Open Offer Shares they subscribe for pursuant to the Open Offer and who has not already completed and returned a Scrip Dividend Mandate Form should complete the Scrip Dividend Mandate Form (sent to Shareholders on or around 25 January 2017 with the notice of AGM) and return it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received on or before 25 April 2017. Any Shareholder who has lost the Scrip Dividend Mandate Form and who would like a replacement form should contact Computershare Investor Services PLC on +44 (0)370 7071224 to order a new Scrip Dividend Mandate Form.

Shareholders wanting to receive new Ordinary Shares credited as fully paid instead of cash in respect of part of the 2016 Final Dividend

Any Shareholder wanting to receive the 2016 Scrip Dividend instead of the 2016 Final Dividend in respect of part only of their existing Ordinary Shares and/or any Open Offer Shares they subscribe for pursuant to the Open Offer and receive cash in respect of the remaining part of their shareholding should give notice in writing to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received as soon as possible and, in any event, on or before 25 April 2017, specifying the number of Ordinary Shares held by them in respect of which they wish to receive new Ordinary Shares. Any such partial election shall have effect only in respect of the 2016 Final Dividend. Subsequent dividends will be paid in accordance with the terms and conditions of the scrip dividend scheme.

Shareholders who hold their Ordinary Shares in CREST

Any Shareholder who holds their Ordinary Shares in uncertificated form in CREST can elect to participate in the 2016 Scrip Dividend by means of the CREST procedures to effect such an election. Shareholders who are a CREST Personal Member, or other CREST Sponsored Member, should consult their CREST sponsor who will be able to take the appropriate action on their behalf. Shareholders are advised to consult their CREST Manual for instructions on how to use the Dividend Election Input Message.

Placing

Panmure Gordon and Stockdale, as agents for the Company, have conditionally placed the Placing Shares at the Issue Price with new institutional investors and certain existing Shareholders (including Somers (the sole parent company of the Company's majority Shareholder, BCB) and certain Directors), representing gross proceeds of £10 million.

The Placing is conditional, *inter alia*, on the following:

- (i) the Resolutions being passed at the General Meeting;
- (ii) the Placing Agreement not being terminated prior to Admission and otherwise having become unconditional in all respects; and
- (iii) Admission having become effective on or before 8.00 a.m. on 7 April 2017 (or such later date and/or time as the Company, Panmure Gordon and Stockdale may agree, being no later than 14 April 2017).

The Placing Shares will, when issued and fully paid, rank *pari passu* in all respects with the Ordinary Shares in issue at that time, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission. For the avoidance of doubt, the Placing Shares will be entitled to receive the 2016 Final Dividend. The Placing Shares are not subject to clawback and are not part of the Open Offer. The Placing is not underwritten.

A summary of the Placing Agreement is set out in paragraph 1 of Part V of this document.

Open Offer

Subject to the fulfilment of the conditions set out below and in Part IV of the document, Qualifying Shareholders may subscribe for Open Offer Shares in proportion to their holding of Existing Ordinary Shares held on the Open Offer Record Date. Shareholders subscribing for their full entitlement under the Open Offer may also request additional Open Offer Shares as an Excess Entitlement, up to the total number of Open Offer Shares available to Qualifying Shareholders under the Open Offer.

The Open Offer is conditional, *inter alia*, on the following:

- (i) the Resolutions being passed at the General Meeting;
- (ii) the Placing Agreement not being terminated prior to Admission and otherwise having become unconditional in all respects; and
- (iii) Admission becoming effective on or before 8.00 a.m. on 7 April 2017 (or such later date and/or time as the Company, Panmure Gordon and Stockdale may agree, being no later than 14 April 2017).

Basic Entitlement

On, and subject to the terms and conditions of the Open Offer, the Company invites Qualifying Shareholders to apply for their Basic Entitlement of Open Offer Shares at the Issue Price. Each Qualifying Shareholder's Basic Entitlement has been calculated on the following basis:

1 Open Offer Share for every 25 Existing Ordinary Shares held at the Open Offer Record Date

Basic Entitlements will be rounded down to the nearest whole number of Ordinary Shares.

Excess Entitlement

Qualifying Shareholders are also invited to apply for additional Open Offer Shares (up to the total number of Open Offer Shares available to Qualifying Shareholders under the Open Offer) as an Excess Entitlement. Any Open Offer Shares not issued to a Qualifying Shareholder pursuant to their Basic Entitlement will be apportioned between those Qualifying Shareholders who have applied for an Excess Entitlement at the sole discretion of the Board, provided that no Qualifying Shareholder shall be required to subscribe for more Open Offer Shares than he or she has specified on the Application Form or through CREST.

Qualifying CREST Shareholder stock accounts will be credited as soon as possible after 8.00 a.m. on 22 March 2017 with Excess Entitlements equal to 10 times the total number of Existing Ordinary Shares held in such Qualifying CREST Shareholder's name as at the Open Offer Record Date.

If, however, Qualifying CREST Shareholders wish to apply for more than 10 times the total number of Existing Ordinary Shares held in such Qualifying Shareholder's name as at the Open Offer Record Date, the Qualifying CREST Shareholder should contact the Receiving Agent by telephone on +44 (0)370 707 1224 who will arrange for the additional Excess Entitlements to be credited to the relevant CREST account of the Qualifying CREST Shareholder.

The Open Offer Shares will, when issued and fully paid, rank *pari passu* in all respects with the Ordinary Shares in issue at that time, including the right to receive all dividends and other distributions declared, made or paid after the date of Admission. For the avoidance of doubt, the Open Offer Shares will be entitled to receive the 2016 Final Dividend. The Open Offer is not underwritten.

In order to maximise the number of Open Offer Shares available under the Open Offer to Qualifying Shareholders, BCB, (the Company's majority Shareholder) and the Directors have confirmed that they will not take up any Ordinary Shares which may have been offered to them as part of the Open Offer and will not subscribe for any Open Offer Shares. The Open Offer Entitlements which could otherwise have been available to BCB and the Directors under the Open Offer, being approximately 70.8 per cent. of the Open Offer Entitlements, will be made available to Qualifying Shareholders under the Open Offer.

Qualifying Shareholders should note that the Open Offer is not a "rights issue". Invitations to apply under the Open Offer are not transferable unless to satisfy *bona fide* market claims. Qualifying non-CREST Shareholders should be aware that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should also be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market nor will they be placed for the benefit of Qualifying Shareholders who do not apply for Open Offer Shares under the Open Offer.

Settlement and dealings

Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Shares will commence at 8.00 a.m. on 7 April 2017 (being the business day following the General Meeting).

Overseas Shareholders

The Open Offer Shares have not been and are not intended to be registered or qualified for sale in any jurisdiction other than the UK. Accordingly, unless otherwise determined by the Company and effected by the Company in a lawful manner, the Application Form will not be sent to Shareholders with registered addresses in, or who are resident or located in the United States or another Restricted Jurisdiction since to do so would require compliance with the relevant securities laws of that jurisdiction. The Company reserves the right to treat as invalid any application or purported

application for Open Offer Shares which appears to the Company or its agents or professional advisers to have been executed, effected or despatched in a manner which may involve a breach of the laws or regulations of any jurisdiction or if the Company or its agents or professional advisers believe that the same may violate applicable legal or regulatory requirements or if it provides an address for delivery of share certificates for Open Offer Shares, or in the case of a credit of Open Offer Shares in CREST, to a CREST member whose registered address would not be in the UK.

Notwithstanding the foregoing and any other provision of this document or the Application Form, the Company reserves the right to permit any Qualifying Shareholder to apply for Open Offer Shares if the Company, in its sole and absolute discretion, is satisfied that the transaction in question is exempt from, or not subject to, the legislation or regulations giving rise to the restrictions in question.

Part IV of this document together with the accompanying Application Form, in the case of Qualifying non-CREST Shareholders, contains the terms and conditions of the Open Offer.

If a Qualifying Shareholder does not wish to apply for Open Offer Shares he should not complete or return the Application Form or send a USE message through CREST.

Qualifying non-CREST Shareholders

If you are a Qualifying non-CREST Shareholder you will have received an Application Form, which accompanies this document and which gives details of your Basic Entitlement (as shown by the number of the Open Offer Shares allocated to you). If you wish to apply for Open Offer Shares under the Open Offer you should complete the accompanying Application Form in accordance with the procedure for application set out in paragraph 4 of Part IV of this document and on the Application Form itself. The completed Application Form, accompanied by full payment, should be returned by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE so as to arrive as soon as possible and in any event no later than 11.00 a.m. on 5 April 2017.

Qualifying CREST Shareholders

Application will be made for the Open Offer Entitlements of Qualifying CREST Shareholders to be credited to stock accounts in CREST. It is expected that the Open Offer Entitlements will be credited to stock accounts in CREST on 22 March 2017. Applications through the CREST system may only be made by the Qualifying CREST Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim. If you are a Qualifying CREST Shareholder, no Application Form is enclosed but you will receive credits to your appropriate stock account in CREST in respect of the Basic Entitlements to which you are entitled. You should refer to the procedure for application set out in paragraph 4 of Part IV of this document. The relevant CREST instruction must have settled by no later than 11.00 a.m. on 5 April 2017.

Admission and dealings

Application will be made to the London Stock Exchange for the New Shares to be admitted to trading on AIM. It is expected, subject to the passing of the Resolutions at the General Meeting, that Admission will become effective and that dealings in the New Shares will commence at 8.00 a.m. on 7 April 2017 (or such later date as Panmure Gordon, Stockdale and the Company may agree, being not later than 8.00 a.m. on 14 April 2017).

Directors' and others' interests

Certain Directors and Somers (the sole parent company of BCB, the majority Shareholder in the Company), have each subscribed for Placing Shares. As at 16 March 2017 (being the latest practicable date prior to the publication of this document) and, subject to and immediately following Admission, the interests of BCB, Somers and of each such Director, their immediate families and persons connected with each such Directors (within the meaning of section 252-255 of the Act) (all of which are beneficial unless otherwise stated) in the issued share capital of the Company are as follows:

Name	At the date of this Circular		Number of Placing Shares subscribed for	On Admission	
	Number of Existing Ordinary Shares	Percentage of Existing Ordinary Shares		Number of Ordinary Shares	Percentage of Ordinary Shares**
Somers together with BCB *	115,559,047	67.93%	23,100,000	138,659,047	65.37%
T A Franklin	nil	nil	40,000	40,000	0.02%
M F Brown	nil	nil	80,000	80,000	0.04%

* aggregated interests of Somers and of BCB (a wholly owned subsidiary of Somers). The direct interests of BCB and Somers are as follows:

Name	At the date of this Circular		Number of Placing Shares subscribed for	On Admission	
	Number of Existing Ordinary Shares	Percentage of Existing Ordinary Shares		Number of Ordinary Shares	Percentage of Ordinary Shares**
BCB (direct interests)	115,559,047	67.93%	nil	115,559,047	54.48%
Somers (direct interests)	nil	nil	23,100,000	23,100,000	10.89%
Total	115,559,047	67.93%	23,100,000	138,659,047	65.37%

** assuming full take up of the Open Offer by Qualifying Shareholders, with the exception of BCB and the Directors, who have confirmed that they will not take up any Ordinary Shares which may have been offered to them as part of the Open Offer and will not subscribe for any Open Offer Shares, in order to maximise the number of Open Offer Shares available under the Open Offer to Qualifying Shareholders.

The Somers Group may, in the future, consolidate its shareholding in the Company in one Somers Group Company, most likely to be Somers.

Related party transaction

Where a company enters into a related party transaction, under the AIM Rules the independent directors of the company are required, after consulting with the company's nominated adviser, to state whether, in their opinion, the transaction is fair and reasonable in so far as its shareholders are concerned.

By virtue of BCB's current interests in the Company, as detailed above, it is considered to be a "related party" as defined under the AIM Rules, and accordingly, the subscription by Somers (the parent company of BCB) of 23,100,000 Placing Shares in the Placing is considered to be "related party transaction" for the purposes of Rule 13 of the AIM Rules. The Directors independent of the Somers Group (being each of the Directors with the exception of David Morgan, who is also a director of BCB and its parent company, Somers Limited; Andrew Brook, who is a director of BCB; and Mark Brown who is a director of Stockdale Securities Limited, a subsidiary of Somers Limited), consider, having consulted with Panmure Gordon, the Company's nominated adviser for the purposes of the AIM Rules, that the terms of the related party transaction are fair and reasonable insofar as the Shareholders are concerned.

General Meeting

You will find set out at the end of this document a notice convening the General Meeting to be held at Pinners Hall, 105-108 Old Broad Street, London EC2N 1ER on 6 April 2017 at 10.00 a.m. where the following Resolutions will be proposed:

Resolution 1 – An ordinary resolution to authorise the Directors to allot relevant securities for the purposes of section 551 of the Act provided that such power be limited to the allotment of the New Shares up to an aggregate nominal amount of £2,100,000.

Resolution 2 – A special resolution to authorise the Directors to allot equity securities for cash, pursuant to the authority conferred on them by Resolution 1, and to dis-apply statutory pre-emption rights in respect of the allotment of such shares, as if section 561 of the Act did not apply to such allotment, provided that such power shall be limited to the allotment of the New Shares up to an aggregate nominal amount of £2,100,000. This Resolution is conditional upon the passing of Resolution 1.

The authorities and the powers described in the Resolutions will (unless previously revoked or varied by the Company in general meeting) expire on the date three months from the passing of such Resolutions. The authority and the power described in the Resolutions are in addition to any like authority or power conferred on the Directors at the annual general meeting of the Company held on 10 March 2017.

Irrevocable commitments

BCB and those Directors who currently hold Ordinary Shares, who together in aggregate hold 120,331,915 Existing Ordinary Shares, representing approximately 70.7 per cent. of the existing issued ordinary share capital of the Company, have irrevocably undertaken to vote in favour of the Resolutions at the General Meeting.

Risk Factors and Additional Information

The attention of Shareholders is drawn to the risk factors set out in Part II and the information contained in Parts IV and V of this document, which provide additional information on the Open Offer and the Company.

Action to be taken

In respect of the General Meeting

A Form of Proxy for use at the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, the Form of Proxy should be completed in accordance with the instructions printed thereon and returned to Computershare Investor Services PLC, Corporate Actions Projects, The Pavilions, Bridgwater Road, Bristol BS99 6AH or through CREST as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 4 April 2017. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person, if you so wish.

In respect of the Open Offer

Qualifying non-CREST Shareholders wishing to apply for Open Offer Shares or the Excess Shares must complete the enclosed Application Form in accordance with the instructions set out in paragraph 4 of Part IV (Terms and Conditions of the Open Offer) of this document and on the accompanying Application Form and return it with the appropriate payment to Computershare Investor Services PLC, Corporate Actions Projects, The Pavilions, Bridgwater Road, Bristol BS99 6AH, so as to arrive no later than 11.00 a.m. on 5 April 2017.

If you do not wish to apply for any Open Offer Shares under the Open Offer, you should not complete or return the Application Form. If you are a Qualifying CREST Shareholder, no Application Form will be sent to you. Qualifying CREST Shareholders will have Open Offer Entitlements and Excess CREST Open Offer Entitlements credited to their stock accounts in CREST. You should refer to the procedure for application set out in paragraph 4 of Part IV (Terms and Conditions of the Open Offer) of this document. The relevant CREST instructions must have settled in accordance with the instructions in paragraph 4 of Part IV of this document by no later than 11.00 a.m. on 5 April 2017.

Qualifying CREST Shareholders who are CREST sponsored members should refer to their CREST sponsors regarding the action to be taken in connection with this document and the Open Offer.

Recommendation

Your Directors consider that the Transaction and the authorities granted by the Resolutions are in the best interests of the Company and its Shareholders as a whole. Accordingly your Directors unanimously recommend that you vote in favour of the Resolutions as those Directors who currently hold Ordinary Shares have irrevocably undertaken to do in respect of their own shareholdings of 4,772,868 Ordinary Shares, representing approximately 2.8 per cent. of the Company's current issued share capital.

Yours faithfully

Timothy Franklin

Non-executive Chairman

PART II - RISK FACTORS

Shareholders should be aware that an investment in the Company is highly speculative and involves a high degree of risk. Before making any investment decision, prospective investors should carefully consider all the information contained in this document including, in particular, the risk factors described below, which are not presented in any order of priority and may not be exhaustive.

The following risk factors are all those known by the Directors which are considered to be material in their opinion. Additional risks and uncertainties not currently known to the Directors, or that the Directors currently deem immaterial, may also have an adverse effect on the Group's business, financial condition and results of operations.

An investment in the Company may not be suitable for all recipients of this document. Qualifying Shareholders are advised to consult an independent financial adviser duly authorised under the FSMA who specialises in advising on the acquisition of shares and other securities before making a decision to invest.

General Risks

An investment in the Company is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss that may result from the investment. A prospective investor should consider with care whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them. The investment opportunity offered in this document may not be suitable for all recipients of this document. Investors are therefore strongly recommended to consult an investment adviser authorised under FSMA, or such other similar body in their jurisdiction, who specialises in advising on investments of this nature before making their decision to invest.

Investment in the Company should not be regarded as short term in nature. There can be no guarantee that any appreciation in the value of the Company's investments will occur or that the commercial objectives of the Company will be achieved. Investors may not get back the full amount initially invested.

The prices of shares and the income derived from them can go down as well as up. Past performance is not necessarily a guide to the future.

Risks relating to the Transaction

Investment in AIM securities

An investment in shares traded on AIM may be less liquid and is perceived to involve a higher degree of risk than an investment in a company whose shares are listed on the Official List. Prospective investors should be aware that the value of the Ordinary Shares may go down as well as up and that the market price of the Ordinary Shares may not reflect the underlying value of the Group. Investors may therefore realise less than, or lose all of, their investment.

AIM Rules

The AIM Rules are less onerous than those of the Official List. Neither the FCA nor the London Stock Exchange has examined or approved the contents of this document. Shareholders and prospective investors (as appropriate) should be aware of the risks of investing in AIM quoted shares and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

Dilution of ownership of Ordinary Shares

Shareholders' (who are not Placees) proportionate ownership and voting interest in the Company will be reduced pursuant to the Placing. In addition, to the extent that Shareholders do not take up the offer of Open Offer Shares under the Open Offer, their proportionate ownership and voting interest in the Company will be further reduced and the percentage that their shareholdings represent of the ordinary share capital of the Company will, following Admission, be reduced accordingly. Subject to certain exceptions, Shareholders with registered addresses in, or who are resident or located in the United States and other Restricted Jurisdictions will not be able to participate in the Open Offer.

Volatility of share price

The trading price of the Ordinary Shares may be subject to wide fluctuations in response to a number of events and factors, such as variations in operating results, changes in financial estimates and recommendations by securities analysts, the share price performance of other companies that investors may deem comparable to the Group, news reports relating to trends in the Group's markets, large purchases or sales of Ordinary Shares, liquidity (or absence of liquidity) in the Ordinary Shares, currency fluctuations, legislative or regulatory changes and general economic conditions. These fluctuations may adversely affect the trading price of the Ordinary Shares, regardless of the Group's performance.

The following factors, in addition to other risks described in this document, may have a significant effect on the market price of the Ordinary Shares:

- variations in operating results;
- actual or anticipated changes in the estimates of operating results or changes in stock market analyst recommendations regarding the Ordinary Shares, other comparable companies or the industry generally;
- market conditions in the industry, the industries of customers and the economy as a whole;
- actual or expected changes in the Group's growth rates or competitors' growth rates;
- changes in the market valuation of similar companies;
- trading volume of the Ordinary Shares; and
- adoption or modification of regulations, policies, procedures or programs applicable to the Group's business. In addition, if the stock market in general experiences loss of investor confidence, the trading price of the Ordinary Shares could decline for reasons unrelated to the Group's business, financial condition or operating results. The trading price of the Ordinary Shares might also decline in reaction to events that affect other companies in the industry, even if such events do not directly affect the Group. Each of these factors, among others, could harm the value of the Ordinary Shares.

Future payment of dividends

There can be no assurance as to the level of future dividends (if any). The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the Directors and shareholders of the Company and will depend upon, *inter alia*, the Company's earnings, financial position, cash requirements and availability of profits as well as the provisions of relevant laws and/or generally accepted accounting principles from time to time.

Valuation of shares

The Issue Price has been determined by the Company and may not relate to the Company's net asset value, net worth or any established criteria or value. There can be no guarantee that the Ordinary Shares will be able to achieve higher valuations or, if they do so, that such higher valuations can be maintained.

Market perception

Market perception of the Company may change, potentially affecting the value of investors' holdings and the ability of the Company to raise further funds by the issue of further Ordinary Shares or otherwise.

Suitability

A prospective investor should consider carefully whether an investment in the Company is suitable in the light of his or her personal circumstances and the financial resources available to him or her. An investment in the Company involves a high degree of risk and may not be suitable for all recipients of this document. Prospective investors are advised to consult a person authorised by the FCA (or, if outside the UK, another appropriate regulatory body) before making their decision.

Business strategy

The implementation of the Group's strategy is subject to a number of risks, including operational, financial, macroeconomic, market, pricing and technological challenges. The success of the Group's business model also requires obtaining significant numbers of new customer bank accounts, either through new customer acquisition or the Group's existing finance customers opening new bank accounts. Implementing the Group's strategy will also require management to make complex judgements, including anticipating customer trends and needs across a range of financial products, identifying suitable borrowers for the expansion of its loan book, and structuring and pricing its products competitively. There also can be no guarantee that the Group's technological infrastructure will be adequate to support its planned growth, or that the Group will be able to successfully augment its systems if required in a timely manner, or at all.

Furthermore, the Group's strategy is based on, among other things, certain financial expectations, including its ability to raise new capital and/or debt, which in turn, could be impeded by macroeconomic factors, including a downturn in the UK, European or global economies, increased competition in the retail banking sector and/or significant or unexpected changes in the regulation of the financial services sector in the UK or Europe.

Moreover, in recent years, there has been an increased focus by UK regulators on the appropriateness and sustainability of the business models and growth strategies of regulated firms such as PCFG. Regulators no longer focus exclusively on the financial strength of regulated firms but also consider non-financial resources, including governance and infrastructure, available to the firm in assessing the sustainability of the business model and whether it continues to meet regulatory requirements. In addition, certain regulators have the power to restrict regulated firms' ability to develop products or make material acquisitions. If the Group's regulators believe that it does not have a sustainable business model or does not meet any of the regulatory conditions, they could remove or restrict the Group's operating licences and/or the way in which it conducts its business.

The inability of the Group to implement its business strategy for any of these reasons could have a material adverse effect on its business, financial condition and results of operations.

Capital risk

The Group is subject to capital adequacy requirements implemented by the PRA. If the Group fails to meet its minimum regulatory capital requirements, this may result in administrative actions or sanctions against it which could adversely impact its business and, in particular, its reputation. The Group may also experience increased requirements for capital as a result of new regulations.

Effective management of the Group's capital is critical to its ability to operate its business and to pursue its strategy. The Directors set the Group's internal target amount of capital by taking account of its own assessment of the risk profile of the business, market expectations and regulatory requirements. If regulatory requirements as to capital levels increase, driven by, for example, new regulatory requirements or expectations, the Group may be required to increase its capital ratios. The Group may also need to increase its capital level in response to changing market conditions or expectations. If the Group is unable to increase its capital in response, it may no longer comply with regulatory requirements or satisfy market expectations related to its capital strength and, as a result, its business, financial condition, and results of operations and prospects may be adversely impacted. Any change that limits the Group's ability to effectively manage its capital (including, for example, reductions in profits and retained earnings as a result of credit losses, write-downs or otherwise, increases in risk-weighted assets, delays in the disposal of certain assets, or the inability to raise capital or funding through wholesale markets as a result of market conditions or otherwise) could have a material adverse effect on its business, financial condition, results of operations, liquidity and/or prospects.

Operational risk

The Group faces a wide range of risks in its business activities. Management of such risks requires, among other things, robust systems and processes, and guidelines and policies which must be forward-looking, clearly articulated, documented and communicated throughout the business for the accurate identification and control of a large number of transactions and events. Such systems and processes, and guidelines and policies must also be continually reviewed and updated and effectively communicated to all personnel to ensure that resources, governance and infrastructure are appropriate for the increasing size and complexity of the business.

Risk management requires senior management to make complex judgements, including decisions (based on assumptions about economic factors) about the level and types of risk that the Group is willing to accept in order to achieve its business objectives, the maximum level of risk the Group can assume before breaching constraints determined by regulatory capital and liquidity needs and its regulatory and legal obligations, including, among others, from a conduct and prudential perspective. Given these complexities, and the dynamic environment in which the Group operates, there is a risk that the decisions made by senior management may not be appropriate or yield the results expected or that senior management may be unable to recognise emerging risks for the Group quick enough to take appropriate action in a timely manner.

Risk management also involves the use of risk models which are mathematical representations of business systems designed to help describe, predict, experiment with or optimise decisions and scenarios used throughout the business. There is a risk that an adverse outcome occurs as a direct result of weaknesses or failures in the design or use of any such a model.

If the Group is unable to implement its business strategy or effectively manage the risks it faces, its reputation, its business, financial condition, results of operations and prospects could be materially adversely affected.

Controlling Shareholder

As at 16 March 2017 (being the latest practicable date prior to the publication of this document) BCB held 115,559,047 Ordinary Shares amounting to 67.9 per cent. of the issued share capital of the Company. The Company has not entered into a relationship agreement with BCB and there is no binding agreement to prevent BCB from using its influence to prevent the Company from carrying on its business and making decisions in the interests of Shareholders as a whole and independently of BCB. Should BCB decide to disregard the interests of other shareholders, this may have a material adverse effect on the value of the Ordinary Shares. In particular, any matter proposed to be approved by shareholder resolution may not be passed if BCB exercises its vote against such resolution.

If BCB were to seek to sell its holding of Ordinary Shares, a lack of liquidity in the market may cause the price of the Ordinary Shares to fall dramatically and Shareholders may not be able to sell their Ordinary Shares at a price which reflects their actual or potential value. Any sale of Ordinary Shares by BCB for whatever reason may have a material adverse effect on the market price of the Ordinary Shares.

The Company has been informed by the Somers Group that it recognises that, over time, PCFG may require further capital in order to take full advantage of suitable opportunities that may present themselves to PCFG, and the Somers Group would continue to assess its overall interest in the Company to enhance value for all Shareholders.

Liquidity and funding

The Group's current financial instruments include term loan borrowings, derivatives and overdraft facilities. The main purpose of these financial instruments is to raise finance to fund the Group's principal activities. Continued, sustainable growth is dependent on the Group obtaining further debt facilities or increases to those already in place and there can be no guarantee that such funding will or will continue to be available to the Group. The mobilisation as a bank will mitigate this risk by providing a diversified treasury model that includes retail deposits.

The Group is exposed to the liquidity and interest rate risk arising from the requirement to fund its operations. Liquidity risk is the risk arising from unplanned decreases or changes in funding sources. The Group currently funds itself through bi-lateral facilities with UK and international banks with original maturities of up to five years. If the Group is unable to access such facilities or unable to mobilise as a bank, it will be unable to grow and may have to reduce the size of its portfolio of receivables, which may have an adverse effect on the Group's performance.

The Group has minimal risk to its income from changes in market interest rates because all loans made by the Group and receivables of the Group are fixed over the term of the contract. Facilities provided by banks are at fixed and floating rates and interest rate swaps are used, to the extent considered appropriate, to reduce interest rate fluctuations on floating rate borrowings. To the extent that the Group's receivables may not be matched by borrowings at fixed rates or covered by interest rate swaps at any point in time the Group will be exposed to the risks of changes in market interest rates and might incur higher interest costs on its debts than anticipated which may have an adverse effect on the Group's profitability. The intention post mobilisation as a bank is to offer fixed term, fixed rate deposit accounts further mitigating this risk.

The counterparties to the Group's financial liabilities are financial institutions. Credit risk represents operational disruption if counterparties are unable to perform completely as contracted. The Group's financial asset exposure to these counterparties is limited to derivatives and cash at bank. Although it is the Group's policy to monitor the financial standing of these counterparties on an on-going basis as well as the exposure to any individual counterparty, a significant increase in counterparties failing to perform their contracts may have an adverse effect on the Group's performance.

Customer risk

The Group is exposed to the risk that customers owing the Group money will not fulfil their obligations. The Group regularly reviews its lending criteria as well as its credit exposure to all customers. However, default risk may arise from events which are outside the Group's control, primarily customer performance due to factors such as loss of employment, family circumstances, illness, business failure, adverse economic conditions or fraud. An increase in defaults among its customers may have a material adverse effect on the Group's performance.

The Group's business performance is influenced by the economic condition of its customers. With respect to its retail customer base, weak economic conditions in the UK could lead to an increase in arrears, impairment provisions and defaults. Worsening economic and market conditions may also lead to lower levels of business investment in the UK, which could result in reduced demand for the Group's products from its commercial customers, which could have a material adverse effect on the Group's business, financial condition and results of operations. Weak economic conditions in the UK could also lead to the Group's business customers being unable to meet their obligations resulting in an increase in arrears, charges provisions and defaults.

Inadequate security

The Group is exposed to the risk that the security upon which its advances are made may reduce in value, so that the Group may not recover some or all of its advances in the event of a customer default. This risk is mitigated by maintaining a diverse portfolio of customers, spreading risk across a variety of assets and sectors, lending for periods appropriate to the assets' lives and forming detailed assessments on both the value of the security and the customer's ability to service the debt. Specialist third party asset and vehicle valuations are obtained, where considered necessary. A significant decrease in the value of the assets over which the Company takes security, may lead to an increase in impairments and a decrease in the earnings of the Company which may have an adverse effect on the Group's performance.

General economic conditions

The performance of the Group is influenced by the economic conditions prevailing in the UK. A further or more sustained downturn in the UK could result in a general reduction in business activity and, specifically, reduced demand for the Group's finance products. In addition, high inflation and/or high unemployment could affect the ability of the Group's customers to make payments on their finance agreements, thereby leading to an increased incidence of default and bad debt, which will have a material adverse effect on the Group's performance.

The UK's proposed exit from the EU

On 23 June 2016, the UK held a referendum on the UK's continued membership of the EU. This resulted in a vote for the UK to exit the EU ("**Brexit**"). There are significant uncertainties in relation to the terms and time frame within which such an exit would be effected, and there are significant uncertainties as to what the impact will be on the fiscal, monetary, legal and regulatory landscape in the UK. The extent of the impact on the Company will depend on the nature of the arrangements that are put in place between the UK and the EU following Brexit. Although it is not possible to predict fully the effects of the exit of the UK from the EU, any of these risks, taken singularly or in the aggregate, could have a material adverse effect on the Company. In addition, it could potentially make it more difficult for the Company to raise capital.

Competition

The Group may face increasing competition from other financial services providers, in particular those operating in the consumer and SME vehicle and asset finance markets. Many of the Group's current competitors are significantly larger, are part of established banks and therefore have significantly greater resources than the Group. In addition, there is the possibility of new competition entering the sector. Increased competition may have an adverse effect on the performance of the Group, reducing revenues, margins and profitability.

As technology evolves and customer needs and preferences change, there is an increased risk of disruptive innovation or a failure by the Group to introduce new products and services to keep pace with industry developments and meet customer expectations. The Group is also subject to the risk of not appropriately responding to innovation in financial technologies and the industry-wide risk of traditional banking information technology infrastructure and digital technologies becoming obsolete. The Group's financial and operational performance may be materially adversely affected by an inability to keep pace with industry trends and customer expectations.

Any failure to manage the competitive dynamics to which the Group is exposed could have a material adverse effect on its business, financial condition and results of operations.

Key personnel

The Group depends on the services of its Board and senior management team, all of whom have significant financial services and general business experience. The loss of the services of any of these key personnel could have an adverse effect on the Group's performance.

Legal and regulatory

Changes in legislation relating to the consumer credit industry may lead to increased regulation and costs for the Company which may adversely affect the profitability of consumer credit business.

The Group is exposed to risks relating to relationships with intermediaries

The Group is reliant on a network of intermediaries, including brokers to distribute its products. The Group has limited direct oversight of intermediaries' interactions with prospective customers, outside of the Group's regulatory responsibilities, and if intermediaries violate applicable regulations or standards when selling the Group's products, the Group's reputation could be harmed. In addition, the Group may fail to develop products that are attractive to intermediaries or otherwise not succeed in developing relationships with intermediaries. Furthermore, the Group could lose the services of intermediaries with whom it does business, for example, as a result of market conditions causing their closure or intermediaries switching to the Group's competitors due to higher commissions or other incentives. The loss or deterioration of the Group's relationships with its intermediaries could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group is exposed to operational risks in the event of a failure of its IT systems

The Group's business is dependent on processing a high volume of transactions across numerous and diverse products and services accurately and efficiently. As a result, any weakness in the Group's IT systems or operational processes could have an adverse effect on its ability to operate its business and meet customer needs. While the Group has disaster recovery and business continuity contingency plans in place, an incident resulting in interruptions, delays, the loss or corruption of data or the cessation of systems can still occur. The Group also periodically upgrades its existing systems, and problems implementing these upgrades may lead to delays or loss of service to the Group's customers, as well as an interruption to its business.

The Group expects to continue to introduce new IT systems and upgrades as its business expands, and there can be no guarantee it will be able to efficiently implement these changes efficiently or cost effectively, or that its current IT systems will have sufficient scalability to support the Group's planned growth. Any actual or perceived inadequacies, weaknesses or failures in the Group's IT systems or processes could have a material adverse effect on its business, financial condition and results of operations.

The Group may suffer loss as a result of fraud or theft

As a financial institution, the Group is subject to a heightened risk that it will be the target of criminal activity, including fraud or theft. Due to the nature of the Group's business, it has exposure to many different customers. For example, the Group is exposed to potential losses resulting from customers providing the Group with falsified or fictitious information in order to secure financing. In addition, losses arising from staff misconduct may result from, among other things, failure to document transactions properly or obtain proper internal authorisation in an attempt to defraud the Group, or from theft by staff of customer data. Such behaviour may be difficult to prevent or detect, and the Group's internal policies to mitigate these risks may be inadequate or ineffective. The Group may not be able to recover the losses caused by these activities, and it could suffer reputational harm as a result, which could have a material adverse effect on its business, financial condition, results of operations or prospects.

PART III - SOME QUESTIONS AND ANSWERS ON THE TRANSACTION

The questions and answers set out in this Part III are intended to be in general terms only and, as such, you should read Part IV of this document for full details of what action you should take. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank, fund manager, solicitor, accountant or other appropriate independent financial adviser, who is authorised under the FSMA if you are resident in the UK, or, if not, from another appropriately authorised independent financial adviser.

This Part III deals with general questions relating to the Placing and the Open Offer and more specific questions relating principally to Existing Ordinary Shares held by persons resident in the UK who hold their Existing Ordinary Shares in certificated form only. If you are an Overseas Shareholder, you should read paragraph 6 of Part IV of this document and you should take professional advice as to whether you are eligible and/or you need to observe any formalities to enable you to take up your Open Offer Entitlements. If you hold your Existing Ordinary Shares in uncertificated form (that is, through CREST) you should read Part IV of this document for full details of what action you should take. If you are a CREST sponsored member, you should also consult your CREST sponsor.

The contents of this document should not be construed as legal, business, accounting, tax, investment or other professional advice. Each prospective investor should consult their own appropriate professional advisers for advice. This document is for your information only and nothing in this document is intended to endorse or recommend a particular course of action.

1. What is a placing and an open offer?

A placing and an open offer are ways for companies to raise money. Companies may do this by giving their existing shareholders a right to acquire further shares at a fixed price in proportion to their existing shareholdings (an open offer) and providing for specifically identified investors also to acquire a certain number of shares at the same price (a placing). The fixed price is normally at a discount to the market price of the existing ordinary shares on the business day prior to the announcement of the placing and the open offer.

The Open Offer is an invitation by the Company to Qualifying Shareholders to apply to acquire, in aggregate, up to 2,000,000 Open Offer Shares at a price of 25 pence per New Share. If you hold Existing Ordinary Shares on the Open Offer Record Date or have a *bona fide* market claim, other than, subject to certain exceptions, where you are a Shareholder with a registered address in, or located in, the United States or another Restricted Jurisdiction, you will be entitled to apply for Open Offer Shares under the Open Offer.

The Open Offer is being made on the basis of 1 Open Offer Share for every 25 Existing Ordinary Shares held by Qualifying Shareholders on the Open Offer Record Date. If your entitlement to Open Offer Shares is not a whole number, you will not be entitled to buy a fraction of an Open Offer Share and your entitlement will be rounded down to the nearest whole number.

Applications by Qualifying Shareholders will be satisfied in full up to the amount of their individual Basic Entitlements. Qualifying Shareholders are also being given the opportunity, provided that they take up their Open Offer Entitlements in full, to apply for additional Open Offer Shares through the Excess Application Facility.

Qualifying Shareholders should be aware that the Open Offer is not a rights issue. As such, Qualifying non-CREST Shareholders should also note that the Application Form is not a negotiable document and cannot be traded. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be admitted to CREST they will have limited **settlement capabilities (for the purposes of market claims only), and the Open Offer Entitlements will not be tradable or listed, and applications in respect of the Open Offer may only be made by the Qualifying Shareholders originally entitled or by a person entitled by virtue of a *bona fide* market claim.**

2. Am I eligible to participate in the Placing?

Unless you are a Placee, you will not be eligible to participate in the Placing.

3. I hold my Existing Ordinary Shares in certificated form. How do I know if I am able to apply to acquire Open Offer Shares under the Open Offer?

If you have received an Application Form and, subject to certain exceptions, are not a holder with a registered address in or resident or located in the United States or another Restricted Jurisdiction, then you should be eligible to acquire Open Offer Shares under the Open Offer, as long as you have not sold all of your Existing Ordinary Shares on or before 7.00 a.m. on 20 March 2017 (the Ex-entitlement Date for the Open Offer).

4. I hold my Existing Ordinary Shares in certificated form. How do I know how many Open Offer Shares I am entitled to take up?

If you hold your Existing Ordinary Shares in certificated form and, subject to certain exceptions, do not have a registered address in and are not resident or located in the United States or another Restricted Jurisdiction, you should have been sent an Application Form with this document.

That Application Form shows:

- how many Existing Ordinary Shares you held at close of business on the Open Offer Record Date;
- how many Open Offer Shares are comprised in your Basic Entitlement; and
- how much you need to pay if you want to take up your right to subscribe for your Basic Entitlement to the Open Offer Shares.

If you have a registered address or are resident or located in the United States or, subject to certain exceptions, one of the Restricted Jurisdictions, you will not receive an Application Form.

If you would like to apply for any of, all of or more than the Open Offer Shares comprised in your Open Offer Entitlement you should complete the Application Form in accordance with the instructions printed on it and the information provided in this document. Please return the completed form in the reply-paid envelope provided with the Application Form along with a cheque or banker's draft for the number of Open Offer Shares you want to apply for and allow at least four business days for delivery if sent by first class post from within the UK. Please also see questions 5 and 11 for further help in completing the Application Form.

5. I am a Qualifying Shareholder with a registered address in the UK and I hold my Existing Ordinary Shares in certificated form. What are my choices in relation to the Open Offer and what should I do with the Application Form?

5.1 If you want to take up all of your Basic Entitlement?

If you want to take up all of the Open Offer Shares to which you are entitled, all you need to do is send the completed Application Form, together with your cheque or banker's draft for the amount (as indicated in Box 8 of your Application Form), payable to "CIS PLC re: PCFG Open Offer A/C" in the reply paid envelope provided, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE to arrive by no later than 11.00 a.m. on 5 April 2017. Within the UK only, you can use the reply-paid envelope which is enclosed with the Application Form. You should allow at least four business days for delivery if using first-class post or the reply-paid envelope within the UK. If posting from outside the UK, postage will be payable when using the reply-paid envelope. Full instructions are set out in Part IV of this document and in the Application Form.

5.2 If you want to take up some but not all of your Basic Entitlement?

If you want to take up some but not all of you Basic Entitlement, you should write the number of Open Offer Shares you want to take up in Box 2 of your Application Form; for example, if you are entitled to take up 1,000 shares but you only want to take up 500 shares, then you should write '500' in Box 2.

To work out how much you need to pay for the Open Offer Shares, you need to multiply the number of Open Offer Shares you want (in this example '500') by 25 pence, which is the price of each Open Offer Share (giving you an amount of £125 in this example). You should write this amount in Box 5, and this should be the amount your cheque or banker's draft is made out for. You should then return your Application Form together with your cheque or banker's draft for that amount, payable to CIS PLC re: PCFG Open Offer A/C and crossed "A/C payee only", in the reply-paid envelope provided, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, to arrive by no later than 11.00 a.m. on 5 April 2017, after which time the Application Form will not be valid. Within the UK only, you can use the reply-paid envelope which is enclosed with the Application Form. You should allow at least four business days for delivery if using first-class post or the reply-paid envelope within the UK. If posting from outside the UK, postage will be payable when using the reply-paid envelope.

Full instructions are set out in Part IV of this document and in the Application Form. A definitive share certificate will then be sent to you for the Open Offer Shares that you validly take up. Your definitive share certificate for such Open Offer Shares is expected to be despatched to you within 10 business days of Admission.

5.3 If you want to apply for more than your Basic Entitlement?

Provided that you have agreed to take up your Basic Entitlement in full, you can apply for further Excess Shares using the Excess Application Facility. You should write the number of Open Offer Shares you wish to take up in Box 2 which must be the number of Open Offer Shares shown in Box 7. You should then write the number of Excess Shares you wish to apply for under the Excess Application Facility in Box 3 and then complete Box 4 by adding together the numbers you have entered in Boxes 2 and 3.

To work out how much you need to pay for the Open Offer Shares you are applying for, you need to multiply the number of Open Offer Shares shown in Box 4 by the Issue Price, which is the price of each Open Offer Share. You should write this amount in Box 5, rounding down to the nearest whole penny. You should then return your Application Form together with your cheque or banker's draft for that amount payable to "CIS PLC re: PCFG Open Offer A/C" and crossed "A/C payee only", in the reply-paid envelope provided, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, to arrive by no later than 11.00 a.m. on 5 April 2017, after which time the Application Form will not be valid. Within the UK only, you can use the accompanying reply-paid envelope.

You should allow at least four business days for delivery if using first-class post or the reply-paid envelope within the UK. If posting from outside the UK, postage will be payable when using the reply-paid envelope. Full instructions are set out in the Application Form. If applications under the Excess Application Facility are received for more than the total number of Open Offer Shares available following take-up of Open Offer Entitlements, such applications will be scaled back pro rata to the number of Excess Shares applied for by Qualifying Shareholders under the Excess Application Facility. Therefore, applications under the Excess Application Facility may not be satisfied in full. In this event, Qualifying Shareholders will receive a pounds sterling amount equal to the number of Open Offer Shares applied and paid for by, but not allotted to, the relevant Qualifying Shareholder, multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable, without payment of interest and at the applicant's sole risk.

5.4 If you do not want to take up your Open Offer Entitlement

If you do not want to take up the Open Offer Shares to which you are entitled, you do not need to do anything. In these circumstances, you will not receive any Open Offer Shares. The Open Offer Shares you could have taken up will not be issued by the Company to you or for your benefit. You cannot sell your Application Form or your Open Offer Entitlement to anyone else.

If you are not a Placee or the Subscriber and you do not take up any of your Open Offer Entitlement, then following the Transaction, your interest in the Company will be diluted, although you should note that even if a Qualifying Shareholder subscribes for his full entitlement to the Open Offer Shares, his proportionate interest in the Company will be diluted by the issue of New Shares pursuant to the Placing.

6. I hold my Existing Ordinary Shares in uncertificated form in CREST. What do I need to do in relation to the Open Offer?

CREST members should follow the instructions set out in Part IV of this document. Persons who hold Existing Ordinary Shares through a CREST member should be informed by such CREST member of the number of Open Offer Shares they are entitled to apply for under their Open Offer Entitlement and should contact their CREST member should they not receive this information.

7. I acquired my Existing Ordinary Shares prior to the Open Offer Record Date and hold my Existing Ordinary Shares in certificated form. What if I do not receive an Application Form or I have lost my Application Form?

7.1 If you do not receive an Application Form, this probably means that you are not eligible to participate in the Open Offer. Some Qualifying non-CREST Shareholders, however, will not receive an Application Form but may still be eligible to participate in the Open Offer, namely:

7.1.1 Qualifying CREST Shareholders who held their Existing Ordinary Shares in uncertificated form on 16 March 2017 and who have converted them to certificated form;

7.1.2 Qualifying non-CREST Shareholders who bought Existing Ordinary Shares before 7.00 a.m. on 20 March 2017 but were not registered as the holders of those shares at the close of business on 16 March 2017; and

7.1.3 certain Overseas Shareholders.

7.2 If you do not receive an Application Form but think that you should have received one or you have lost your Application Form, please contact Computershare Investor Services PLC on +44 (0)370 707 1224. Calls outside the UK will be charged at the applicable international rate. Lines are open between 8.30 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the proposals nor give any financial, legal or tax advice.

8. If I buy Existing Ordinary Shares after the Open Offer Record Date will I be eligible to participate in the Open Offer?

If you buy or have bought Existing Ordinary Shares after the Open Offer Record Date you are unlikely to be able to participate in the Open Offer in respect of those Existing Ordinary Shares.

If you are in any doubt, please consult your stockbroker, bank or other appropriate financial adviser, or whoever arranged your share purchase, to ensure you claim your entitlement.

9. What if I change my mind?

If you are a Qualifying non-CREST Shareholder, once you have sent your Application Form and payment to the Receiving Agent, you cannot withdraw your application or change the number of Open Offer Shares you have applied for, except in the very limited circumstances which are set out in paragraph 4 of Part IV of this document.

10. What if the number of Open Offer Shares to which I am entitled is not a whole number? Am I entitled to fractions of Open Offer Shares?

Your entitlement to Open Offer Shares will be calculated at the Open Offer Record Date. If the result is not a whole number, you will not receive an Open Offer Share in respect of the fraction of each Existing Ordinary Share and your entitlement will be rounded down to the nearest whole number.

11. I hold my Existing Ordinary Shares in certificated form. What should I do if I want to spend more or less than the amount set out in Box 8 of the Application Form?

If you want to spend more than the amount set out in Box 8 you should divide the amount you want to spend by 25 pence (being the price in pence of each Open Offer Share under the Open Offer). This will give you the number of Open Offer Shares for which you should apply. You can only apply for a whole number of Open Offer Shares. For example, if you want to spend £500 you should divide £500 by 25 pence, which comes to 2,000, giving you the number of Open Offer Shares for which, in this example, you can apply without exceeding your chosen amount. Write the total number of Open Offer Shares (in this example 2,000) in Box 4. To get an accurate amount to put on your cheque or banker's draft, you should multiply the whole number of Open Offer Shares you want to apply for (in this example 2,000) by 25 pence and then fill in that amount rounded down to the nearest whole penny (in this example being £500), in Box 5 and on your cheque or banker's draft accordingly.

You should note that the number of available Open Offer Shares under the Excess Application Facility is dependent on the level of take-up of Open Offer Entitlements. If applications are received for more than the available number of Open Offer Shares, applications made under the Excess Application Facility will be scaled back pro rata to the number of Excess Shares applied for by Qualifying Shareholders. Qualifying non-CREST Shareholders whose applications under the Excess Application Facility are so scaled back will receive a pounds sterling amount equal to the number of Open Offer Shares applied and paid for by, but not allotted to, them multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable, without payment of interest and at the Applicant's sole risk.

If you want to spend less than the amount set out in Box 8, you should divide the amount you want to spend by 25 pence (being the price, in pence, of each Open Offer Share under the Open Offer). This will give you the number of Open Offer Shares you should apply for. You can only apply for a whole number of Open Offer Shares. For example, if you want to spend £100 you should divide £100 by 25 pence. You should round that down to the nearest whole number (in this example, 400), to give you the number of shares you want to take up. Write that number (in this example, 400) in Box 2. Then to get an accurate amount to put on your cheque or banker's draft, you should multiply the whole number of Open Offer Shares you want to apply for (in this example, 400) by 25 pence and then fill in that amount rounded down to the nearest whole penny (in this example being £100) in Box 5 and on your cheque or banker's draft accordingly.

12. I hold my Existing Ordinary Shares in certificated form. What should I do if I have sold some or all of my Existing Ordinary Shares?

If you hold Existing Ordinary Shares directly and you sold some or all of your Existing Ordinary Shares before close of business on 17 March 2017, you should contact the buyer or the person/company through whom you sold your shares. The buyer may be entitled to apply for Open Offer Shares under the Open Offer. If you sold any of your Existing Ordinary Shares on or after 7.00 a.m. on 20 March 2017, you may still take up and apply for the Open Offer Shares as set out on your Application Form.

13. I hold my Existing Ordinary Shares in certificated form. How do I pay?

You should return your Application Form with a cheque or banker's draft drawn in pounds sterling on a bank or building society account in the UK in the reply-paid envelope enclosed (from within the UK). You should allow at least four business days for delivery if using first-class post or the reply-paid envelope within the UK. Cheques should be drawn on a sole or joint personal account of the Qualifying Shareholder who is applying for the Open Offer Shares. The funds should be made payable to "CIS PLC re: PCFG Open Offer A/C". In each case, the cheque should be crossed "A/C Payee only". Payments via CHAPS, BACS or electronic transfer will not be accepted. Third party cheques may not be accepted with the exception of banker's drafts or building society cheques where the bank or building society has confirmed the name of the account holder (which must be the same name as appears on page 1 of the Application Form) on the back of the draft or cheque and have added their branch stamp.

14. Will the Existing Ordinary Shares that I hold now be affected by the Open Offer?

If you decide not to apply for any of the Open Offer Shares to which you are entitled under the Open Offer, or only apply for some of your Open Offer Entitlement, your proportionate ownership and voting interest in the Company will be reduced (in addition to the reduction caused by the Placing).

15. I hold my Existing Ordinary Shares in certificated form. Where do I send my Application Form?

You should send your completed Application Form and monies by post in the enclosed reply paid envelope (from within the UK) by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE. You should allow at least four business days for delivery if using first class post or the reply-paid envelope within the UK. If you do not want to take up or apply for Open Offer Shares then you need take no further action.

16. I hold my Existing Ordinary Shares in certificated form. When do I have to decide if I want to apply for Open Offer Shares?

The Receiving Agent must receive your completed Application Form and cheque or banker's draft by 11.00 a.m. on 5 April 2017. You should allow at least four business days for delivery if using first-class post or the reply-paid envelope included with the Application Form, within the UK.

17. I hold my Existing Ordinary Shares in certificated form. If I take up my entitlements, when will I receive the certificate representing my Open Offer Shares?

It is expected that the Registrars will post all Open Offer Share certificates within 10 business days of Admission.

18. What should I do if I think my holding of Existing Ordinary Shares (as shown in Box 6 on page 1 of the Application Form) is incorrect?

If you bought or sold Existing Ordinary Shares shortly before the Open Offer Record Date, your transaction may not have been entered on the register of members before the Open Offer Record Date for the Open Offer. If you bought Existing Ordinary Shares before 7.00 a.m. on 20 March 2017 but were not registered as the holder of those shares on the Open Offer Record Date for the Open Offer (close of business on 16 March 2017), you may still be eligible to participate in the Open Offer. If you are in any doubt, please contact your stockbroker, bank or other appropriate financial adviser, or whoever arranged your share purchase, to ensure you claim your entitlement. You will not be entitled to Open Offer Entitlements in respect of any Existing Ordinary Shares acquired on or after 7.00 a.m. on 20 March 2017.

19. Will the Transaction affect dividends (if any) on the Existing Ordinary Shares?

The New Shares will, when issued and fully paid, rank equally in all respects with Existing Ordinary Shares, including the right to receive all dividends or other distributions made, paid or declared, if any, by reference to a record date after the date of their issue. For the avoidance of doubt, the New Shares will be entitled to receive the 2016 Final Dividend.

20. Will I be taxed if I take up my entitlements?

Information on taxation in the UK with regard to the Open Offer is set out in paragraph 3 of Part V of this document. This information is intended to be only a general guide to certain UK tax considerations and Shareholders who are in any doubt as to their tax position or who may be subject to tax in any other jurisdiction are strongly recommended to consult their own professional advisers.

21. What should I do if I live outside the UK?

Your ability to apply to acquire Open Offer Shares may be affected by the laws of the country in which you live and you should take professional advice as to whether you require any governmental or other consents or need to observe any other formalities to enable you to take up your Open Offer Entitlement. Shareholders with registered addresses or who are resident or located in the United States or another Restricted Jurisdiction are, subject to certain exceptions, not eligible to participate in the Open Offer. Your attention is drawn to the information in paragraph 6 of Part IV of this document.

22. How do I transfer my entitlements into the CREST system?

If you are a Qualifying non-CREST Shareholder, but are a CREST member and want your Open Offer Shares to be in uncertificated form, you should complete the CREST deposit form (Box 16 on page 5 of the Application Form), and ensure they are delivered to CCSS in accordance with the instructions in the Application Form. CREST sponsored members should arrange for their CREST sponsors to do this. If you have transferred your rights into the CREST system, you should refer to paragraph 4.2 of Part IV of this document for details on how to apply and pay for the Open Offer Shares.

23. Do I need to comply with the Money Laundering Regulations (as set out in paragraph 5 of Part IV of this document)?

If you are a Qualifying non-CREST Shareholder, you may not need to follow these procedures if you pay for them by a cheque drawn on an account in your own name and that account is one which is held with an EU or UK regulated bank or building society. If you are a Qualifying CREST Shareholder, you will not generally need to comply with the Money Laundering Regulations unless you apply to take up all or some of your entitlement to Open Offer Entitlements as agent for one or more persons and you are not an EU or UK regulated financial institution. Qualifying non-CREST Shareholders and Qualifying CREST Shareholders should refer to paragraph 5 of Part IV of this document for a fuller description of the requirements of the Money Laundering Regulations.

PART IV - TERMS AND CONDITIONS OF THE OPEN OFFER

1. Introduction

As explained in Part I of this document, the Company is proposing to issue 40,000,000 Placing Shares pursuant to the Placing and up to a further 2,000,000 Open Offer Shares pursuant to the Open Offer.

Qualifying Shareholders are being offered the opportunity under the Open Offer to acquire Open Offer Shares at 25 pence per share, being the same price per share as in the Placing. The Placing Shares are not subject to clawback and do not form part of the Open Offer.

The Issue Price of 25 pence represents a discount of approximately 5.7 per cent. to the price of 26.5 pence per Existing Ordinary Share, being the Closing Price on 16 March 2017, being the last practicable date prior to the date of the announcement of the Transaction. This document and, where relevant, the Application Form contain the formal terms and conditions of the Open Offer.

2. The Open Offer

- 2.1 Subject to the terms and conditions set out below and in the Application Form, the Company invites Qualifying Shareholders to apply for Open Offer Shares at the Issue Price, payable in full in cash on application, free of all expenses, on the basis of:

1 Open Offer Share for every 25 Existing Ordinary Shares

held by them and registered in their names at close of business on 16 March 2017, the Open Offer Record Date, and so in proportion to any other number of Existing Ordinary Shares then held.

A Qualifying Shareholder who holds Existing Ordinary Shares in certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating entitlements under the Open Offer.

Fractions of Open Offer Shares will not be allotted to Qualifying Shareholders and entitlements to apply for Open Offer Shares will be rounded down to the nearest whole number of Open Offer Shares.

Qualifying Shareholders may apply for any whole number of Open Offer Shares up to their Basic Entitlement, which, in the case of Qualifying non-CREST Shareholders, is equal to the number of Open Offer Entitlements as shown in Box 7 on their Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Open Offer Entitlements credited to their stock account in CREST. The action to be taken in relation to the Open Offer depends on whether you have received an Application Form in respect of your Open Offer Entitlement under the Open Offer or have your Open Offer Entitlement credited to your stock account in CREST.

Qualifying Shareholders are also invited to apply for additional Open Offer Shares as an Excess Entitlement, up to the total number of Open Offer Shares available under the Open Offer. Any Open Offer Shares not issued to a Qualifying Shareholder pursuant to their Basic Entitlement will be apportioned between those Qualifying Shareholders who have applied for Excess Entitlements at the sole discretion of the Board, provided that no Qualifying Shareholder shall be required to subscribe for more Open Offer Shares than he or she has specified on the Application Form or through CREST.

If you have received an Application Form with this document please refer to paragraph 4.1 of this Part IV.

If you hold your Existing Ordinary Shares in CREST and have received a credit of Open Offer Entitlements to your CREST stock account, please refer to paragraph 4.2 of this Part IV and also to the CREST Manual for further information on the CREST procedures referred to below.

The Open Offer is not a rights issue. Qualifying CREST Shareholders should note that although the Open Offer Entitlements (in respect of Qualifying CREST Shareholders) may be admitted to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim raised by Euroclear's Claims Processing Unit. Qualifying non-CREST Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer.

The Existing Ordinary Shares are admitted to AIM. Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to trading on AIM. It is expected that admission of the Open Offer Shares will become effective on 7 April 2017 and that dealings in the Open Offer Shares will commence at 8.00 a.m. on that date.

The Existing Ordinary Shares are already enabled for settlement in CREST. No further application for admission to CREST is required for the Open Offer Shares; all such shares, when issued and fully paid, may be held and transferred by means of CREST as Ordinary Shares.

Application will be made for the Open Offer CREST Entitlements to be enabled for settlement in CREST. The conditions to such admission having already been met, the Open Offer Entitlements are expected to be admitted to CREST with effect from 22 March 2017. The Open Offer Shares will be issued fully paid and will be identical to, and rank *pari passu* in all respects with, the Existing Ordinary Shares and will rank for all dividends or other distributions declared, made or paid after the date of issue of the Open Offer Shares. For the avoidance of doubt, the Open Offer Shares will be entitled to receive the 2016 Final Dividend. No temporary documents of title will be issued. Further details of the rights attaching to the Existing Ordinary Shares are set out in the Articles which are available on the Company's website (www.pcfg.co.uk).

3. Conditions of the Open Offer

- 3.1 The Open Offer is conditional upon the Placing Agreement becoming unconditional in all respects (in so far as it relates to the Open Offer). The Placing Agreement is conditional, *inter alia*, on:
 - 3.1.1 the passing of the Resolutions at the General Meeting;
 - 3.1.2 the Placing Agreement not being terminated prior to Admission and becoming and having being declared otherwise unconditional in all respects; and
 - 3.1.3 Admission becoming effective on or before 8.00 a.m. on 7 April 2017 (or such later date and/or time as the Company, Panmure Gordon and Stockdale may agree, being no later than 14 April 2017).

If these and the other conditions to the Open Offer are not satisfied or waived (where capable of waiver), the Open Offer will lapse and will not proceed and any applications made by Qualifying Shareholders will be rejected. In these circumstances, application monies received by the Receiving Agent in respect of Open Offer Shares will be returned (at the applicant's sole risk), without payment of interest, as soon as reasonably practicable thereafter. Lapsing of the Open Offer cannot occur after dealings in the Open Offer Shares have begun.

4. Procedure for application and payment

If you are in any doubt as to the action you should take, or the contents of this document, you should immediately seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent adviser duly authorised under the FSMA who specialises in advising on the acquisition of shares and other securities.

The action to be taken by Qualifying Shareholders in respect of the Open Offer depends on whether at the relevant time they have an Application Form in respect of their entitlement under the Open Offer or they have Open Offer Entitlements credited to their CREST stock account in respect of such entitlement. If a Qualifying CREST Shareholder is a CREST sponsored member they should

refer to their CREST sponsor if they wish to apply for all or some of their entitlement under the Open Offer, as only their CREST sponsor will be able to take the necessary action specified below to apply under the Open Offer in respect of the Open Offer Entitlements of such members held in CREST. CREST members who wish to apply under the Open Offer in respect of their Open Offer Entitlements in CREST should refer to the CREST Manual for further information on the CREST procedures referred to below.

If for any reason it becomes necessary to adjust the expected timetable as set out in this document the Company will make an appropriate announcement to a Regulatory Information Service giving details of the revised dates.

4.1 If you have an Application Form in respect of your Open Offer Entitlement

4.1.1 General

Subject as provided in paragraph 6 of this Part IV in relation to Overseas Shareholders, Qualifying non-CREST Shareholders will receive an Application Form. The Application Form shows the number of Existing Ordinary Shares registered in your name on the Open Offer Record Date. It also shows the number of Open Offer Shares for which you may apply pursuant to your Basic Entitlement (on an initial pro rata basis) as shown by the total number of Open Offer Shares allocated to you. You may apply for less than your initial pro rata entitlement should you wish to do so. You may also apply for additional Open Offer Shares by completing Boxes 3 and 4 on the Application Form relating to your Excess Entitlement.

Qualifying non-CREST Shareholders may also hold such an Application Form by virtue of a *bona fide* market claim. If the total number of Open Offer Shares applied for by all Qualifying Shareholders exceeds 2,000,000, applications for Open Offer Shares will be scaled back pro rata to the number of Excess Shares applied for by Qualifying Shareholders. Therefore, applications under the Excess Application Facility may not be satisfied in full. In this event, Qualifying Shareholders will receive a pounds sterling amount equal to the number of Open Offer Shares applied and paid for by, but not allotted to, the relevant Qualifying Shareholder, multiplied by the Issue Price. Monies will be returned as soon as reasonably practicable, without payment of interest and at the applicant's sole risk.

The instructions and other terms set out in the Application Form, form part of the terms of the Open Offer in relation to Qualifying non-CREST Shareholders.

4.1.2 Market claims

Applications for the Open Offer Shares may only be made on the Application Form and may only be made by the Qualifying non-CREST Shareholder named in it or by a person entitled by virtue of a *bona fide* market claim in relation to a purchase of Existing Ordinary Shares through the market prior to the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to the Open Offer by the London Stock Exchange, being 7.00 a.m. on 20 March 2017. Application Forms may be split up to 3.00 p.m. on 31 March 2017.

The Application Form is not a negotiable document and cannot be separately traded. A Qualifying non-CREST Shareholder who has sold or transferred all or part of his holding of Existing Ordinary Shares prior to 7.00 a.m. on 20 March 2017, being the date upon which the Existing Ordinary Shares were marked "ex" the entitlement to the Open Offer by the London Stock Exchange, should consult his broker or other professional adviser as soon as possible, as the invitation to acquire Open Offer Shares under the Open Offer may be a benefit which may be claimed from him by the transferee pursuant to the rules of the London Stock Exchange. Qualifying non-CREST Shareholders who have sold all of their registered holdings should, if the market claim is to be settled outside CREST, complete Box 10 on the Application Form and immediately send it to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Application Form should not, however, subject to certain exceptions, be forwarded to or transmitted in or into the United States, Australia, Canada, Japan, the Republic of South Africa or any other Restricted Jurisdiction. If the market claim is to be settled outside CREST, the beneficiary of the claim should follow the procedures set out in the accompanying Application Form. If the market claim is to be settled in CREST, the beneficiary of the claim should follow the procedures set out in paragraph 4.2 below.

4.1.3 Application procedures

If you are a Qualifying non-CREST Shareholder and wish to apply for all or some of your entitlement to Open Offer Shares under the Open Offer you should complete and sign the Application Form in accordance with the instructions on it and send it, together with the appropriate remittance, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, so as to arrive no later than 11.00 a.m. on 5 April 2017. A reply-paid envelope is enclosed for use by Qualifying non-CREST Shareholders in connection with the Open Offer. Please note that the Receiving Agent cannot provide financial advice on the merits of the Open Offer or as to whether or not you should take up your entitlement to Open Offer Shares under the Open Offer.

If any Application Form is sent by first class post or using the reply-paid envelope within the UK, Qualifying non-CREST Shareholders are recommended to allow at least four business days for delivery. The Receiving Agent, on the Company's behalf, may elect to accept Application Forms and remittances after 11.00 a.m. on 5 April 2017 in respect of those bearing a post mark of before that date and time. The Receiving Agent may also (on behalf of the Company) elect to treat an Application Form as valid and binding on the person(s) by whom or on whose behalf it is lodged, even if it is not completed in accordance with the relevant instructions, or if it does not strictly comply with the terms and conditions of application. Applications will not be acknowledged.

The Receiving Agent, on behalf of the Company, also reserves the right (but shall not be obliged) to accept applications in respect of which remittances are received prior to 11.00 a.m. on 5 April 2017 from an authorised person (as defined in the FSMA) specifying the number of Open Offer Shares applied for, and undertaking to lodge the relevant Application Form in due course but, in any event, within two business days.

4.1.4 Payments

All payments must be in pounds sterling and cheques or banker's drafts should be made payable to "CIS PLC re: PCFG Open Offer A/C" and crossed "A/C payee only". Cheques or banker's drafts must be drawn on an account at a branch of a bank or building society in the British Isles which is either a settlement member of the Cheque and Credit Clearing Company Limited or the CHAPS Clearing Company Limited or which has arranged for its cheques and banker's drafts to be cleared through the facilities provided by any of those companies and must bear the appropriate sort code in the top right hand corner. Eurocheques will not be accepted. Cheques should be drawn on the personal account to which you have sole or joint title to funds. Third party cheques may not be accepted with the exception of building society cheques or banker's drafts where the bank or building society has confirmed the name of the account holder (which should match the name detailed on page 1 of the Application Form) and have added the branch stamp.

Cheques or banker's drafts will be presented for payment upon receipt. The Company reserves the right to instruct the Receiving Agent to seek special clearance of cheques and banker's drafts to allow the Company to obtain value for remittances at the earliest opportunity. No interest will be allowed on payments made before they are due and any interest earned on such payments will accrue for the benefit of the Company. It is a term of the Open Offer that cheques shall be honoured on first presentation, and the Company and/or the Receiving Agent (on the Company's behalf) may elect in their absolute discretion

to treat as invalid acceptances in respect of which cheques are not so honoured. Application monies will be paid into a separate bank account pending the Open Offer becoming unconditional. In the event that the Open Offer does not become unconditional the Open Offer will lapse and application monies will be returned by post to applicants, at the applicants' risk and without interest, to the address set out on the Application Form, as soon as practicable. The interest earned on monies held in the separate bank account will be retained for the benefit of the Company.

4.1.5 Effect of application

All documents and remittances sent by post by or to an applicant (or as the applicant may direct) will be sent at the applicant's own risk. By completing and delivering an Application Form, you (as the applicant(s)):

- (i) agree that all applications, and contracts resulting therefrom, under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (ii) confirm that in making the application you are not relying on any information or representation other than that contained in this document, and you accordingly agree that no person responsible solely or jointly for this document or any part of it shall have any liability for any such information or representation not so contained; and
- (iii) represent and warrant that if you have received some or all of your Open Offer Entitlements from a person other than the Company, you are entitled to apply under the Open Offer in relation to such Open Offer Entitlements by virtue of a *bona fide* market claim.

If you do not wish to apply for any of the Open Offer Shares to which you are entitled under the Open Offer, you should take no action and not complete or return the Application Form.

If you are in doubt whether or not you should apply for any of the Open Offer Shares under the Open Offer, you should consult your independent financial adviser immediately. All enquiries in relation to completion of the Application Form by Qualifying non-CREST Shareholders under the Open Offer should be addressed to Computershare Investor Services PLC, Corporate Actions Projects, The Pavilions, Bridgwater Road, Bristol BS99 6AH, telephone +44 (0)370 707 1224 between 8.30 a.m. and 5.30 p.m. Calls from outside the UK are charged at applicable international rates. Calls may be recorded and monitored randomly for security and training purposes. The helpline cannot provide advice on the merits of the proposals nor give any financial, legal or tax advice.

4.2 If you have Open Offer Entitlements credited to your stock account in CREST in respect of your entitlement under the Open Offer

4.2.1 General

Subject as provided in paragraph 6 of this Part IV in relation to certain Overseas Shareholders, each Qualifying CREST Shareholder will receive credits to his stock account in CREST of his Open Offer Entitlements equal to the number of Open Offer Shares for which he is entitled to apply under the Open Offer. Entitlements to Open Offer Shares will be rounded down to the nearest whole number and any fractional entitlements will therefore also be rounded down. Qualifying CREST Shareholders may also apply for Open Offer Shares in excess of their Open Offer Entitlement under the Excess Application Facility.

The CREST stock account to be credited will be the account under the participant ID and member account ID which holds the Existing Ordinary Shares held on the Open Offer Record Date by the Qualifying CREST Shareholder in respect of which the Open Offer Entitlement have been allocated.

If for any reason the Open Offer Entitlements cannot be enabled for settlement in CREST by, or the stock accounts of Qualifying CREST Shareholders cannot be credited by, 3.00 p.m. on 22 March 2017 or such later time as the Company (with Panmure Gordon's consent) may decide, an Application Form will be sent out to each Qualifying CREST Shareholder

in substitution for the Open Offer Entitlements credited (or due to be credited) to his stock account in CREST. In these circumstances the expected timetable as set out in this document will be adjusted as appropriate and the provisions of this document applicable to Qualifying non-CREST Shareholders with Application Forms will apply to Qualifying CREST Shareholders who receive an Application Form.

CREST members who wish to apply for some or all of their entitlements to Open Offer Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact Computershare Investor Services PLC on +44 (0)370 707 1224 . Lines will be open Monday to Friday 8.30 a.m. to 5.30 p.m. excluding public holidays in England and Wales. Calls may be recorded and monitored randomly for security and training purposes. If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for Open Offer Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

4.2.2 Market claims

Each of the Open Offer Entitlements will constitute a separate security for the purposes of CREST. Although Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of Open Offer Entitlements may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a *bona fide* market claim transaction.

Transactions identified by the CREST Claims Processing Unit as “cum” the Open Offer Entitlement will generate an appropriate market claim transaction and the relevant Open Offer Entitlement(s) will thereafter be transferred accordingly. Please note that automated CREST generated claims and buyer protection will not be offered on the Excess CREST Open Offer Entitlement security.

4.2.3 USE instructions

CREST members who wish to apply for Open Offer Shares in respect of all or some of their Open Offer Entitlements in CREST must send (or, if they are CREST sponsored members, procure that their CREST sponsor sends) an Unmatched Stock Event (“USE”) instruction to Euroclear which, on its settlement, will have the following effect:

- (i) the crediting of a stock account of the Receiving Agent under the participant ID and member account ID specified below, with a number of Open Offer Entitlements corresponding to the number of Open Offer Shares applied for; and
- (ii) the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of the Receiving Agent in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above.

4.2.4 Content of USE instructions in respect of the Basic Entitlement

The USE instruction must be properly authenticated in accordance with Euroclear’s specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Open Offer Shares for which application is being made (and hence the number of the Basic Entitlement(s) being delivered to the Receiving Agent);
- (ii) the ISIN of the Basic Entitlement. This is GB00BYPZR625;
- (iii) the participant ID of the accepting CREST member;
- (iv) the member account ID of the accepting CREST member from which the Basic Entitlements are to be debited;

- (v) the participant ID of the Receiving Agent. This is 3RA25;
- (vi) the member account ID of the Receiving Agent. This is PACFGPLC;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Open Offer Shares referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 5 April 2017; and
- (ix) the corporate action number for the Open Offer. This will be available on viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 5 April 2017.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the contact name and telephone number (in the free format shared note field); and a priority of at least 90.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 5 April 2017 in order to be valid is 11.00 a.m. on that day.

4.2.5 Content of USE instruction in respect of Excess Entitlements

The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- (i) the number of Excess Entitlements for which application is being made;
- (ii) the ISIN of the Excess Entitlements. This is GB00BYPZR732;
- (iii) the CREST participant ID of the accepting CREST member;
- (iv) the CREST member account ID of the accepting CREST member from which the Excess Entitlements are to be debited;
- (v) the participant ID of the Receiving Agent in its capacity as a CREST receiving agent. This is 3RA25;
- (vi) the member account ID of the Receiving Agent in its capacity as a CREST receiving agent. This is PACFGPLC;
- (vii) the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of Excess Entitlements referred to in (i) above;
- (viii) the intended settlement date. This must be on or before 11.00 a.m. on 5 April 2017; and
- (ix) the Corporate Action Number for the Open Offer. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Open Offer to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00 a.m. on 5 April 2017.

In order to assist prompt settlement of the USE instruction, CREST members (or their sponsors, where applicable) may consider adding the contact name and telephone number (in the free format shared note field); and a priority of at least 90.

CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 5 April 2017 in order to be valid is 11.00 a.m. on that day.

4.2.6 Deposit of Open Offer Entitlements into, and withdrawal from, CREST

A Qualifying non-CREST Shareholder's entitlement under the Open Offer as set out in an Application Form may be deposited into CREST (either into the account of the Qualifying Shareholder named in the Application Form or into the name of a person entitled by virtue of a *bona fide* market claim), provided that such Qualifying Non-CREST Shareholder is also a CREST member. Similarly, Open Offer Entitlements held in CREST may be withdrawn from CREST so that the entitlement under the Open Offer is reflected in an Application Form. Normal CREST procedures (including timings) apply in relation to any such deposit or withdrawal, subject (in the case of a deposit into CREST) as set out in the Application Form.

A holder of an Application Form who is proposing so to deposit the entitlement set out in such form is recommended to ensure that the deposit procedures are implemented in sufficient time to enable the person holding or acquiring the Open Offer Entitlements following their deposit into CREST to take all necessary steps in connection with taking up the entitlement prior to 11.00 a.m. on 5 April 2017.

In particular, having regard to normal processing times in CREST and, on the part of the Receiving Agent, the recommended latest time for depositing an Application Form with the CCSS, where the person entitled wishes to hold the entitlement under the Open Offer set out in such Application Form as Open Offer Entitlements in CREST, is 3.00 p.m. on 31 March 2017, and the recommended latest time for receipt by Euroclear of a dematerialised instruction requesting withdrawal of Open Offer Entitlements from CREST is 4.30 p.m. on 30 March 2017, in either case so as to enable the person acquiring or (as appropriate) holding the Open Offer Entitlements following the deposit or withdrawal (whether as shown in an Application Form or held in CREST) to take all necessary steps in connection with applying in respect of the Open Offer Entitlements prior to 11.00 a.m. on 5 April 2017.

4.2.7 Validity of application

A USE instruction complying with the requirements as to authentication and contents set out above which settles by no later than 11.00 a.m. on 5 April 2017 will constitute a valid application under the Open Offer.

4.2.8 CREST procedures and timings

CREST members and (where applicable) their CREST sponsors should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in relation to the input of a USE instruction and its settlement in connection with the Open Offer. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST sponsored member, to procure that his CREST sponsor takes) such action as shall be necessary to ensure that a valid application is made as stated above by 11.00 a.m. on 5 April 2017. In this connection CREST members and (where applicable) their CREST sponsors are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

4.2.9 Incorrect or incomplete applications

If a USE instruction includes a CREST payment for an incorrect sum, the Company through the Receiving Agent reserves the right:

- (i) to reject the application in full and refund the payment to the CREST member in question;
- (ii) in the case that an insufficient sum is paid, to treat the application as a valid application for such lesser whole number of Open Offer Shares as would be able to be applied for with that payment at the Issue Price, refunding any unutilised sum to the CREST member in question;
- (iii) in the case that an excess sum is paid, to treat the application as a valid application for all the Open Offer Shares referred to in the USE instruction(s) refunding any unutilised sum to the CREST member in question.

4.2.10 Effect of a valid application

A CREST member who makes or is treated as making a valid application in accordance with the above procedures will thereby:

- (i) pay the amount payable on application in accordance with the above procedures by means of a CREST payment in accordance with the CREST payment arrangements (it being acknowledged that the payment to the Receiving Agent payment bank in accordance with the CREST payment arrangements shall, to the extent of the payment, satisfy the obligation of the CREST member to pay to the Company the amount payable on application);
- (ii) request that the Open Offer Shares to which he will become entitled be issued to him on the terms set out in this document and subject to the Articles;
- (iii) agree that all applications and contracts resulting therefrom under the Open Offer shall be governed by, and construed in accordance with, the laws of England;
- (iv) represent and warrant that he or she is not and nor is he or she applying as nominee or agent for a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve Tax Regulations 1986 at any of the increased rates referred to in Section 93 (Depository Receipts) or Section 96 (Clearance Services) of the Finance Act 1986;
- (v) confirm that in making such application he or she is not relying on any information in relation to the Company other than that contained in this document and agrees that no person responsible solely or jointly for this document or any part of it or involved in the preparation thereof shall have any liability for any such other information and further agree that having had the opportunity to read this document, he will be deemed to have had notice of all the information concerning the Company contained therein; and
- (vi) represent and warrant that he or she is the Qualifying Shareholder originally entitled to the Open Offer Entitlements or that he has received such Open Offer Entitlements by virtue of a *bona fide* market claim.

4.2.11 The Company's discretion as to rejection and validity of applications

The Company may in their discretion:

- (i) treat as valid (and binding on the CREST member concerned) an application which does not comply in all respects with the requirements as to validity set out or referred to in this Part IV;
- (ii) accept an alternative properly authenticated dematerialised instruction from a CREST member or (where applicable) a CREST sponsor as constituting a valid application in substitution for or in addition to a USE instruction and subject to such further terms and conditions as the Company may determine;
- (iii) treat a properly authenticated dematerialised instruction (in this sub-paragraph the "first instruction") as not constituting a valid application if, at the time at which the Receiving Agent receives a properly authenticated dematerialised instruction giving details of the first instruction or thereafter, either the Company or the Receiving Agent have received actual notice from Euroclear of any of the matters specified in regulation 35(5)(a) of the CREST Regulations in relation to the first instruction. These matters include notice that any information contained in the first instruction was incorrect or notice of lack of authority to send the first instruction; and
- (iv) accept an alternative instruction or notification from a CREST member or CREST sponsored member or (where applicable) a CREST sponsor, or extend the time for settlement of a USE instruction or any alternative instruction or notification, in the event that, for reasons or due to circumstances outside the control of any CREST

member or CREST sponsored member or (where applicable) CREST sponsor, the CREST member or CREST sponsored member is unable validly to apply for Open Offer Shares by means of the above procedures. In normal circumstances, this discretion is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or any part of CREST) or on the part of the facilities and/or systems operated by the Registrar in connection with CREST.

4.2.12 Lapse of the Open Offer

In the event that the Open Offer does not become unconditional by 8.00 a.m. on 7 April 2017 or such later time and date as Panmure Gordon, the Company and Stockdale may agree, being not later than 14 April 2017, the Open Offer will lapse, the Open Offer Entitlements admitted to CREST will be disabled and the Receiving Agent will refund the amount paid by a Qualifying CREST Shareholder by way of a CREST payment, without interest, as soon as practicable thereafter. The interest earned on such monies, if any, will be retained for the benefit of the Company.

5. Money Laundering Regulations

5.1 Holders of Application Forms

It is a term of the Open Offer that, to ensure compliance with the Money Laundering Regulations, the Receiving Agent may require, at its absolute discretion, verification of the identity of the person by whom or on whose behalf an Application Form is lodged with payment (which requirements are referred to below as the "verification of identity requirements"). If the Application Form is submitted by a UK regulated broker or intermediary acting as agent, and which is itself subject to the Money Laundering Regulations, any verification of identity requirements are the responsibility of such broker or intermediary and not of the Receiving Agent. In such case, the lodging agent's stamp should be inserted on the Application Form.

The person lodging the Application Form with payment, and in accordance with the other terms as described above (the "**acceptor**"), including any person who appears to the Receiving Agent to be acting on behalf of some other person, accepts the Open Offer in respect of such number of the Open Offer Shares as referred to in the Application Form (for the purposes of this paragraph 5.1 (the "**relevant shares**")) shall thereby be deemed to agree to provide the Receiving Agent and/or the Company with such information and other evidence as they or either of them may require to satisfy the verification of identity requirements.

If the Receiving Agent determines that the verification of identity requirements apply to any applicant or application, and the verification of identity requirements have not been satisfied (which the Receiving Agent shall in its absolute discretion determine), the Company may, in its absolute discretion, and without prejudice to any other rights of the Company, treat the application as invalid or may confirm the allotment of the relevant shares to the applicant but (notwithstanding any other term of the Open Offer) the relevant shares will not be issued to the applicant unless and until the verification of identity requirements have been satisfied in respect of that application (which the Receiving Agent shall in its absolute discretion determine).

If the application is treated as invalid and the verification of identity requirements are not satisfied within such period, being not less than seven days after a request for evidence of identity is despatched to the applicant, the Company will be entitled to make arrangements (in its absolute discretion as to manner, timing and terms) to sell the relevant shares (and for that purpose the Company will be expressly authorised to act as agent of the applicant). Any proceeds of sale (net of expenses) of the relevant shares which shall be issued to and registered in the name of the purchasers or an amount equivalent to the original payment, whichever is the lower, will be held by the Company on trust for the applicant, subject to the requirements of the Money Laundering Regulations being satisfied. The Receiving Agent is entitled, in its absolute discretion, to determine whether the verification of identity requirements apply to any applicant or application and whether such requirements have been satisfied. Neither the Company nor the Receiving Agent will be liable to any person for any loss or damage suffered or incurred (or alleged), directly or indirectly,

as a result of the exercise of any such discretion or as a result of any sale of relevant shares. Submission of an Application Form with the appropriate remittance will constitute a warranty from the applicant that the Money Laundering Regulations will not be breached by application of such remittance. If the verification of identity requirements apply, failure to provide the necessary evidence of identity within a reasonable time may result in your application being treated as invalid or in delays in the despatch of share certificates or in crediting CREST stock accounts.

The verification of identity requirements will not usually apply:

- (i) if the applicant is an organisation required to comply with the Money Laundering Directive (the Council Directive on the prevention of the use of the financial system for the purpose of money laundering (no. 91/308/EEC));
- (ii) if the applicant is a regulated UK broker or intermediary acting as agent and is itself subject to the Money Laundering Regulations; or
- (iii) if the applicant (not being an applicant who delivers his application in person) makes payment by way of a cheque drawn on an account in the name of such applicant.

Third party cheques may not be accepted with the exception of banker's drafts or building society cheques where the bank or building society has inserted details of the name of the account holder (which must be the same name as appears on page 1 of the Application Form) on the draft or cheque and have added either their branch stamp or have provided a supporting letter confirming the source of funds.

In other cases the verification of identity requirements may apply. The following guidance is provided in order to assist in satisfying the verification of identity requirements and to reduce the likelihood of difficulties or delays and potential rejection of an application (but does not limit the right of the Receiving Agent to require verification of identity as stated above). Satisfaction of the verification of identity requirements may be facilitated in the following ways:

- A. if payment is made by building society cheque (not being a cheque drawn on an account of the applicant) or banker's draft, by the building society or bank inserting details of the name of the account holder (which must be the same name as appears on page 1 of the Application Form) on the cheque or draft and adding either their branch stamp or providing a supporting letter confirming the source of funds; or
- B. if the Application Form is lodged with payment by an agent which is an organisation of the kind referred to in (i) above or which is subject to anti-money laundering regulation in a country which is a member of the financial action task force (the non-EU members of which are Argentina, Australia, Brazil, Canada, Hong Kong, Iceland, Japan, Mexico, New Zealand, Norway, the Russian Federation, Singapore, South Africa, Switzerland, Turkey, the United States of America and, by virtue of their membership of the gulf co-operation council, Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates), the agent should provide written confirmation that it has that status with the Application Form and written assurance that it has obtained and recorded evidence of the identity of the persons for whom it acts and that it will on demand make such evidence available to the receiving agent or the relevant authority. In order to confirm the acceptability of any written assurance referred to in paragraph 4.2.2 above or any other case, the applicant should contact the Receiving Agent;
- C. if (an) Application Form(s) is/are in respect of relevant shares is/are lodged by hand by the applicant in person, he should ensure that he has with him evidence of identity bearing his photograph (for example, his passport) and evidence of his address.

5.2 Open Offer Entitlements in CREST

Submission of a USE instruction which on its settlement constitutes a valid application as described above constitutes a warranty and undertaking by the applicant to provide promptly to the Receiving Agent such information as may be specified by the Receiving Agent as being required for the purposes of the Money Laundering Regulations. Pending the provision of evidence

satisfactory to the Receiving Agent as to identity, the Receiving Agent may in its absolute discretion take, or omit to take, such action as it may determine to prevent or delay issue of the Open Offer Shares concerned. If satisfactory evidence of identity has not been provided within a reasonable time, then the application for the Open Offer Shares represented by the USE instruction will not be valid. This is without prejudice to the right of the Company to take proceedings to recover any loss suffered by it as a result of failure to provide satisfactory evidence.

6. Overseas Shareholders

6.1 General

The making of the Open Offer to Overseas Shareholders may be affected by the laws or regulatory requirements of the relevant jurisdiction. Overseas Shareholders who are in any doubt in this respect should consult their professional advisers. No person receiving a copy of this document and/or an Application Form and/or receiving a credit of Open Offer Entitlements to a stock account in CREST in any territory other than the UK may treat the same as constituting an invitation or offer to him, nor should he in any event use such Application Form or credit of Open Offer Entitlements to a stock account in CREST, unless, in the relevant territory, such an invitation or offer could lawfully be made to him or such Application Form or credit of Open Offer Entitlements to a stock account in CREST could lawfully be used without contravention of any legislation or other local regulatory requirements. Receipt of this document and/or an Application Form or the crediting of Open Offer Entitlements to a stock account in CREST does not constitute an invitation or offer to Overseas Shareholders in the territories in which it would be unlawful to make an invitation or offer and in such circumstances this document and/or any Application Forms are sent for information only.

It is the responsibility of any person receiving a copy of this document and/or an Application Form and/or receiving a credit of Open Offer Entitlements to a stock account in CREST outside the UK and wishing to make an application for any Open Offer Shares to satisfy himself as to the full observance of the laws and regulatory requirements of the relevant territory in connection therewith, including obtaining any governmental or other consents which may be required or observing any other formalities required to be observed in such territory and paying any issue, transfer or other taxes due in such other territory. Persons (including, without limitation, nominees and trustees) receiving an Application Form and/or receiving credits of Open Offer Entitlements to a stock account in CREST should not, in connection with the Open Offer, distribute or send the Application Form or transfer the Open Offer Entitlements into any jurisdiction when to do so would or might contravene local securities laws or regulations, including the United States and the other Restricted Jurisdictions.

If an Application Form or a credit of Open Offer Entitlements to a stock account in CREST is received by any person in any such jurisdiction or by the agent or nominee of such person, he or she must not seek to take up the Open Offer Shares except pursuant to an express agreement with the Company. Any person who does forward an Application Form or transfer the Open Offer Entitlements into any such jurisdiction, whether pursuant to a contractual or legal obligation or otherwise, should draw the attention of the recipient to the contents of this paragraph 6. The Company, Panmure Gordon, Stockdale and the Receiving Agent reserve the right to reject an Application Form or transfer of Open Offer Entitlements from or in favour of Shareholders in any such jurisdiction or persons who are acquiring Open Offer Shares for resale in any such jurisdiction.

The Company, Panmure Gordon, Stockdale and the Receiving Agent reserve the right in their absolute discretion to treat as invalid any application for Open Offer Shares under the Open Offer if it appears to the Company, Panmure Gordon, Stockdale and the Receiving Agent and their agents that such application or acceptance thereof may involve a breach of the laws or regulations of any jurisdiction or if in respect of such application the Company, Panmure Gordon, Stockdale and the Receiving Agent have not been given the relevant warranty concerning overseas jurisdictions set out in the Application Form or in this document, as appropriate. All payments under the Open Offer must be made in pounds sterling.

6.2 United States

The Open Offer Shares and the Open Offer Entitlements have not been and will not be registered under the Securities Act or under any relevant securities laws of any state or other jurisdiction of the United States and, accordingly, may not, be offered, sold, taken up, delivered or transferred in or into the United States. Subject to certain exceptions, Qualifying Shareholders with registered addresses in, or who are resident or located in, the United States, may not participate in the Open Offer. Neither this document nor the Application Form constitutes or will constitute or form any part of an offer or an invitation to apply for or an offer or an invitation to acquire any Open Offer Entitlements or Open Offer Shares in the United States. An Application Form will not be sent to any Shareholder located in or having a registered address in the United States. Unless otherwise agreed by the Company in its sole discretion, Application Forms sent from or post-marked in the United States will be deemed to be invalid and all persons acquiring Open Offer Shares and wishing to hold such Open Offer Shares in registered form must provide an address for registration outside the United States. No Open Offer Entitlements will be credited to a stock account in CREST of any Qualifying Shareholder with a registered address in the United States. Unless otherwise agreed by the Company at its discretion, any person completing an Application Form or applying for Open Offer Shares will be required to represent that such person (i) is not resident or located in the United States or any other Restricted Jurisdiction; (ii) is not in any jurisdiction in which it is unlawful to make or accept an offer to acquire the Open Offer Shares; (iii) is not exercising for the account of any person who is located in the United States, unless (a) the instruction to exercise was received from a person outside the United States and (b) the person giving such instruction has confirmed that (x) it has the authority to give such instruction, and (y) either (A) it has investment discretion over such account or (B) it is an investment manager or investment company that it is acquiring the Open Offer Shares in an “off shore transaction” within the meaning of Regulation S (as promulgated under the Securities Act); and (iv) is not acquiring the Open Offer Shares with a view to the offer, sale, resale, transfer, delivery or distribution, directly or indirectly, of any such Open Offer Shares into or within the United States or any of the other Restricted Jurisdictions.

6.3 Restricted Jurisdictions

Due to restrictions under the securities laws of the Restricted Jurisdictions, and subject to certain exceptions, persons who have registered addresses in, or who are located, resident or ordinarily resident in, or citizens of, any Restricted Jurisdictions will not qualify to participate in the Open Offer and will not be sent an Application Form, nor will their stock accounts in CREST be credited with Open Offer Entitlements. The Open Offer Shares have not been, and will not be, registered under the relevant laws of any Restricted Jurisdictions or any state, province or territory of them and may not be offered, sold, resold, delivered or distributed, directly or indirectly, in or into any Restricted Jurisdictions or to, or for the account or benefit of, any person with a registered address in, or who is located, resident or ordinarily resident in, or a citizen of, any Restricted Jurisdictions except pursuant to an applicable exemption. Subject to certain exceptions, no offer of Open Offer Shares is being made by virtue of this document and/or the Application Form into any Restricted Jurisdictions.

6.4 Jurisdictions other than the Restricted Jurisdictions

Application Forms will be sent to Qualifying non-CREST Shareholders and Open Offer Entitlement(s) will be credited to the stock account in CREST of Qualifying CREST Shareholders. Qualifying Shareholders in jurisdictions other than the United States or any other Restricted Jurisdiction may, subject to the laws of their relevant jurisdiction, take up Open Offer Shares under the Open Offer in accordance with the instructions set out in this document and, if relevant, the Application Form.

Qualifying Shareholders who have registered addresses in or who are located or resident in, or who are citizens of, countries other than the UK should consult their professional advisers as to whether they require any governmental or other consents or need to observe any other formalities to enable them to apply for Open Offer Shares in respect of the Open Offer.

7. **Taxation**

If you are in any doubt about your tax position or are subject to a tax in a jurisdiction other than the UK, you should consult your professional adviser without delay.

8. **Admission, settlement, dealings and publication**

Application will be made to the London Stock Exchange for the Open Offer Shares to be admitted to AIM, subject to the fulfilment of the conditions of the Open Offer. It is expected that admission of the Open Offer Shares to trading on AIM will become effective and that dealings therein for normal settlement will commence at 8.00 a.m. on 7 April 2017. In the case of Qualifying Shareholders wishing to hold Open Offer Shares in certificated form, definitive certificates in respect of the Open Offer Shares will be issued free of stamp duty and are expected to be despatched by post within 10 business days of Admission. No temporary documents of title will be issued and, pending such despatch, transfers will be certified against the share register. Open Offer Entitlements held in CREST are expected to be disabled in all respects after close of business on 5 April 2017 (the latest time and date for applications under the Open Offer). If the conditions to the Open Offer described in this document are satisfied, Open Offer Shares will be issued in uncertificated form to those persons who submitted a valid application for Open Offer Shares by utilising the CREST application procedures and whose applications have been accepted by the Company on the day on which such conditions are satisfied. On this day, the Receiving Agent will credit the appropriate stock accounts of such persons with such persons' entitlement to Open Offer Shares with effect from Admission (expected to be 7 April 2017). The stock accounts to be credited will be accounts under the same participant IDs and member account IDs in respect of which the USE instruction was given. Notwithstanding any other provision of this document, the Company (with the consent of Panmure Gordon and Stockdale) reserves the right to send you an Application Form instead of crediting the relevant stock account with Open Offer Entitlements, and to allot and/or issue any Open Offer Shares in certificated form. In normal circumstances, this right is only likely to be exercised in the event of any interruption, failure or breakdown of CREST (or of any part of CREST) or on the part of the facilities and/or systems operated by the Receiving Agent in connection with CREST.

All documents or remittances sent by or to applicants, or as they may direct, will be sent through the post at their own risk. For more information as to the procedure for application, Qualifying non-CREST Shareholders are referred to the Application Form. The completion and results of the Open Offer will be announced and made public through an announcement on a Regulatory Information Service as soon as possible after the results are known, expected to be on or about 6 April 2017.

9. **Governing law**

The terms and conditions of the Open Offer as set out in this Part IV and each Application Form shall be governed by, and construed in accordance with, English law. The courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Open Offer, this document and an Application Form. By taking up their entitlements under the Open Offer in accordance with the instructions set out in this document and (where applicable) an Application Form, Qualifying Shareholders irrevocably submit to the jurisdiction of the courts of England and Wales and waive any objection to proceedings in any such court on the ground of venue or on the ground that proceedings have been brought in an inconvenient forum.

10. **Other information**

Your attention is drawn to the letter from your Chairman which is set out in Part I of this document which contains, *inter alia*, information on the reasons for the Placing and the Open Offer, to the Risk Factors in Part II and to the further information set out in Part V of this document.

11. Dilution

The share capital of the Company in issue at the date of this document will be increased by approximately 24.7 per cent. as a result of the Transaction. Qualifying Shareholders who do not take up any of their Open Offer Entitlement will suffer a reduction of approximately 19.8 per cent. in their proportionate ownership and voting interest in the ordinary share capital of the Company as represented by their holding of Ordinary Shares immediately following Admission, assuming full take up of the Open Offer. Qualifying Shareholders who take up all or part of their Open Offer Entitlement will still suffer dilution upon Admission due to completion of the Placing.

PART V - ADDITIONAL INFORMATION

1. **Placing Agreement**

On 17 March 2017 the Company entered into a placing agreement with Panmure Gordon and Stockdale, under which each of Panmure Gordon and Stockdale agreed to use its reasonable endeavours, as agents for the Company, to procure Placees for the Placing Shares at the Issue Price on the terms of the Placing Agreement. The Placing Agreement contains warranties from the Company in favour of Panmure Gordon and Stockdale in relation to, *inter alia*, the accuracy of the information in this and other documents and other matters relating to the Company and its business. In addition, the Company has agreed to indemnify each of Panmure Gordon and Stockdale in relation to certain liabilities it may incur in respect of the Placing. Each of Panmure Gordon and Stockdale have the right to terminate the Placing Agreement in certain circumstances, in particular in the event of a breach of the warranties. The Placing Agreement is conditional, *inter alia*, upon the passing of the Resolutions and it not being terminated prior to Admission and being otherwise unconditional in all respects and Admission taking place no later than 8.00 a.m. on 7 April 2017 (or such later time and/or date as Panmure Gordon, the Company and Stockdale may agree, not being later than 8.00 a.m. on 14 April 2017).

2. **Litigation**

Other than debtor litigation in the normal course of business, there are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) which, during the 12 month period prior to the publication of this document, may have, or have had in the recent past, significant effects on the Company or the Group's financial position or profitability.

3. **Taxation**

Shareholders who are in any doubt as to their tax position or who may be subject to tax in any other jurisdiction are strongly recommended to consult their own professional advisers.

No UK stamp duty will be payable on the issue by the Company of New Shares.

Stamp duty and stamp duty reserve tax ("**SDRT**") is not chargeable on transfers of securities admitted to trading on certain recognised growth markets, which currently includes AIM, provided they are not listed on a recognised stock exchange. Accordingly, transfers of New Shares after issue should be exempt from stamp duty and SDRT.

4. **Availability of this document**

Copies of this document will be available free of charge at the registered office of the Company and on the Company's website at www.pcfg.co.uk during normal business hours on any day (Saturdays, Sundays and public holidays excepted) from the date of this document until the date of Admission.

NOTICE OF GENERAL MEETING

Private & Commercial Finance Group plc

(the “**Company**”)

(Incorporated and registered in England and Wales with registered number 02863246)

Notice is hereby given that a general meeting of the Company will be held at Pinners Hall, 105-108 Old Broad Street, London EC2N 1ER on 6 April 2017 at 10.00 a.m. where you will be asked to consider and, if thought fit, pass the resolutions below.

Ordinary Resolution

1. THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to allot shares in the Company up to a maximum nominal amount of £2,100,000, in connection with the proposed placing and open offer on the terms described in the circular to shareholders dated 20 March 2017 (the “**Circular**”). The power shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date three months from the date of passing of this resolution. This authority and power is in addition to any like authority or power conferred on the Directors at the annual general meeting of the Company held on 10 March 2017

Special Resolution

2. THAT subject to the passing of Resolution 1 above the Directors be empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by Resolution 1 above as if section 561 of the Act did not apply to any such allotment. This power shall be limited to the allotment of shares in the Company up to a maximum nominal amount of £2,100,000 in connection with the proposed placing and open offer on the terms described in the Circular. This power shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date three months from the date of passing of this resolution. The authority and the power is in addition to any like authority or power conferred on the Directors at the annual general meeting of the Company held on 10 March 2017

20 March 2017

By order of the Board

R J Murray

Company Secretary

20 March 2017

Registered Office

Pinners Hall
105-108 Old Broad Street
London
EC2N 1ER

Registered in England and Wales No. 02863246

Notes

1. A member entitled to attend and vote at this meeting is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, to speak and, both on a show of hands and on a poll, to vote in his or her stead at the meeting. A proxy need not be a member of the Company. The appointment of a proxy does not preclude a member from attending and voting in person at the meeting should he or she subsequently decide to do so. A Form of Proxy which may be used to make such appointment and give proxy instructions is enclosed. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
2. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. To be valid, a Form of Proxy together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Computershare Investor Services PLC, Corporate Actions Projects, The Pavilions, Bridgwater Road, Bristol BS99 6AH no later than 10.00 a.m. on 4 April 2017.
3. An abstention (or "vote withheld") option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6.30 p.m. on 4 April 2017 shall be entitled to attend or vote (whether on a show of hands or on a poll) at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the register after 6.30 p.m. on 4 April 2017 (or after 6.30 p.m. on the day which is two days before any adjourned meeting, excluding non-working days) shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. As at 17 March 2017 (being the last business day prior to the date of this notice) the Company's issued share capital consisted of 170,124,102 ordinary shares each carrying one vote per share. Accordingly the total number of voting rights in the Company as at 17 March 2017 were 170,124,102.
8. If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from Shareholders over which he is given discretion) is such that he will have a notifiable obligation under the Disclosure and Transparency Rules of the Financial Conduct Authority (the "DTRs"), the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. Therefore, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the DTRs, need not make a separate notification to the Company and to the Financial Conduct Authority. However, any member holding 3 per cent. or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with the respective disclosure obligations under the DTRs.

9. Completion and return of a form of proxy will not affect the right of such member to attend and vote in person at the meeting or any adjournment thereof.
10. Any corporation which is a member can appoint one or more corporate representatives. Each representative may exercise on behalf of the corporation the same powers as the corporation could exercise if it were an individual member of the Company provided that they do not do so in relation to the same Ordinary Shares. It is therefore no longer necessary to nominate a designated corporate representative.
11. A copy of this notice of meeting, together with any members' statements which have been received by the Company after the despatch of this notice and the other information required by section 311A of the Companies Act 2006 are all available on the Company's website at www.pcfg.co.uk under 'investors: regulatory announcements'.
12. Shareholders, proxies and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy. Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting.
13. Shareholders, proxies and authorised representatives may raise questions at the meeting concerning any business being dealt with at the meeting and will receive answers, except that a question need not be answered where it would interfere unduly with the conduct of the meeting, would involve the disclosure of confidential information, where the answer has already been given on a website in the form of an answer to a question or where it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

