



**PCF Group plc**  
(the 'Company')

Dear Shareholder,

I am pleased to invite you to the PCF Group plc General Meeting, which will be held at 1 Cornhill, London EC3V 3ND at 10.00 a.m. on Friday, 4 February 2022. The relevant Notice of General Meeting follows on the next page.

Having regard to any legal requirements and Government guidance as may be in place at the time of the General Meeting, including any rules on physical distancing and limitations on public gatherings, it is possible that physical attendance at the General Meeting may not be legally permissible for all or some shareholders. Should such restrictions be imposed, the Company will update shareholders through the Company's website and, as appropriate, through an update announcement on the London Stock Exchange. All shareholders are advised to consider their own personal circumstances before attending in person. For shareholders who are unable or do not wish to attend the physical location in person, the Company will be providing electronic means for shareholders to watch and listen to (but not participate in) the General Meeting's proceedings. Shareholders can access this at [www.investormeetcompany.com/pcf-group-plc/register-investor](http://www.investormeetcompany.com/pcf-group-plc/register-investor)

In line with emerging practice, it is proposed that all voting on the resolutions will be conducted on a poll. For technological reasons, shareholders viewing the meeting using the electronic means will not be able to vote and we therefore encourage all shareholders, and particularly those who cannot attend physically, to exercise their votes in advance of the meeting by completing and submitting their Form of Proxy.

You will find enclosed with this document a Form of Proxy for use at the General Meeting. If you decide to use it you will need to complete a Form of Proxy and return it to the Company's registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, to arrive no later than 10.00 a.m. on Wednesday, 2 February 2022. Shareholders are also encouraged to appoint the Chairman of the Meeting as their proxy, in particular given potential restrictions on other individuals being in attendance at the meeting.

Shareholders (in particular those who do not intend to or cannot attend in person) can submit questions in advance of the General Meeting via the Investor Meet Company dashboard at [www.investormeetcompany.com/pcf-group-plc/register-investor](http://www.investormeetcompany.com/pcf-group-plc/register-investor) by no later than 9.00 a.m. on Thursday, 3 February 2022. In the event that the Company receives a number of questions on the same topic, we will combine them for the benefit of the Board and the shareholders.

If you have recently sold or transferred all of your shares in the Company, please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.

**Tim Franklin**  
Chairman

12 January 2022

# Notice of General Meeting

Notice is hereby given that the General Meeting of PCF Group plc (the 'Company') will be held at 1 Cornhill, London EC3V 3ND, at 10.00 a.m. on Friday, 4 February 2022 to consider and, if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions.

## Ordinary Business

- 1 To receive and approve the Report of the Directors and the audited Financial Statements of the Company for the year ended 30 September 2020.
- 2 To receive and approve the Report on the Directors' Remuneration as set out in the audited Financial Statements for the year ended 30 September 2020.
- 3 To appoint MacIntyre Hudson LLP as auditors of the Company and to authorise the directors to determine their remuneration.

By order of the Board

**LDC Nominee Secretary Limited**  
Company Secretary

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

12 January 2022

## Notes

- 1 A member entitled to attend and vote at the above General Meeting is entitled to appoint a proxy to attend and vote on their behalf. Members may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company.
- 2 Shareholders can:
  - i appoint a proxy by returning the enclosed Form of Proxy by post; or
  - ii if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service.
- 3 A Form of Proxy is enclosed. To be valid, the Form of Proxy must be lodged with the Company's Registrars, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time appointed for the holding of the General Meeting.
- 4 Completion of a Form of Proxy will not prevent a member from attending and voting in person at the General Meeting if the member so wishes.
- 5 The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the Register of Members of the Company at close of business on Wednesday, 2 February 2022 shall be entitled to vote at the meeting in respect of the number of ordinary shares registered in their name at the relevant time. Changes to entries in the Register of Members after close of business on Wednesday, 2 February 2022 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members and those CREST members who have appointed (a) voting service provider(s) should refer to their CREST sponsor or voting service provider(s) who will be able to take the appropriate action on their behalf.
- 7 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the notice of the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 8 CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 9 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.