



PCF Group plc
(the 'Company')

Dear Shareholder,

I am pleased to invite you to the PCF Group plc 2022 Annual General Meeting ('AGM'), which will be held at 1 Cornhill, London EC3V 3ND, 10.00 a.m. on Friday, 25 March 2022. The formal notice of Annual General Meeting follows on the next page.

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 (but not to participate in) the AGM proceedings. Shareholders can access this at: 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 technology reasons, shareholders viewing the meeting using 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 AGM. 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, 23 March 2022. Shareholders are also encouraged to appoint the Chairman as their proxy.

Shareholders (in particular those who do not intend to or cannot attend in person) can submit questions in advance of the AGM via the Investor Meeting Company dashboard at www.investormeetcompany.com/pcf-group-plc/register-investor, by no later than 9.00 a.m., on Thursday, 24 March 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 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 of transfer, so that they can pass these documents to the person who now holds the shares.

Simon Moore
Chairman designate

2 March 2022

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of PCF Group plc (the 'Company') will be held at 1 Cornhill, London EC3V 3ND, at 10.00 a.m. on Friday 25 March 2022 to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 9 will be proposed as ordinary resolutions and resolution 10 as a special resolution. Resolution 11 must be passed by shareholders holding a special majority as detailed in the explanatory notes on page 6.

Ordinary Business

- 1 To elect Simon Moore as a director.
- 2 To elect Mark Sismey-Durrant as a director.
- 3 To elect Caroline Richardson as a director.
- 4 To elect Garry Stran as a director.
- 5 To re-elect Mark Brown, who is retiring as a director and seeking re-election.
- 6 To re-elect Christine Higgins, who is retiring as a director and seeking re-election.
- 7 To re-elect David Morgan, who is retiring as a director and seeking re-election.
- 8 To re-elect David Titmuss, who is retiring as a director and seeking re-election.
- 9 To consider and, if thought fit, pass the following as an ordinary resolution.

'That the directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares and grant rights to subscribe for or to convert into shares in the Company ('relevant securities') up to an aggregate nominal amount of £4,141,000, provided that such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company, save that the Company may prior to the expiry of such authority make an offer, agreement or other arrangement under which the relevant securities would be or might fall to be allotted after such expiry and the directors may allot such relevant securities pursuant to any such offer, agreement or other arrangement as if the authority conferred by this resolution had not expired.

Special Business

- 10 To consider and, if thought fit, pass the following as a special resolution.

'That the directors be and are hereby empowered, pursuant to Section 570 of the Companies Act 2006 (the 'Act'), to allot equity securities for cash pursuant to the authority conferred by Resolution 9 set out in the Notice of Annual General Meeting of the Company dated 2 March 2022, as if Section 561(1) of the Act did not apply to such allotment, provided that any such allotment shall be limited to

- (a) the allotment of equity securities for cash where such securities have been offered (by rights issue, open offer or otherwise) to holders of equity securities in proportion (as nearly as may be) to their holdings of ordinary shares of 5 pence each of the Company but subject to the directors having the right to make such exclusions or other arrangements in connection with such offer as they deem necessary or expedient to deal with fractional entitlements and legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange or otherwise; and
- (b) any allotment (otherwise than pursuant to sub-paragraph (a) of this resolution) of equity securities up to an aggregate nominal value of £627,000, and shall expire (unless previously renewed, varied or revoked) at the conclusion of the next Annual General Meeting of the Company but so that the directors shall be entitled to make, at any time prior to the expiry of the power hereby conferred, any offer, agreement or other arrangement under which the relevant securities would be or might fall to be allotted after such expiry and the directors may allot securities pursuant to such offer, agreement or other arrangement as if the powers conferred by this resolution had not expired'.

Remuneration Code Resolution

- 11 To authorise the Company to apply a ratio between the fixed and variable components of total remuneration of 'Remuneration Code Staff' that exceeds 1:1, provided the ratio does not exceed 1:2.

By order of the Board

LDC Nominee Secretary Limited
Company Secretary

2 March 2022

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

Notes

- 1 A member entitled to attend and vote at the Annual 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 utilizing 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 Annual General Meeting.
- 4 Completion of a Form of Proxy will not prevent a member from attending and voting in person at the Annual 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, 23 March 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 23 March 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). 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 instruction 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.

Appointment of directors joining the Board since the last Annual General Meeting

Non-Executive directors

The following non-executive directors were appointed by the Board since the last Annual General Meeting and will offer themselves for election as non-executive directors at this AGM:

- Simon Moore (with effect from 9 January 2022)
- Mark Sismey-Durrant (with effect from 9 January 2022)

Executive directors

The following directors were appointed by the Board since the last Annual General Meeting and will offer themselves for election as executive directors at this AGM:

- Caroline Richardson (with effect from 5 October 2021)
- Garry Stran (with effect from 5 October 2021)

Resolutions, Directors' biographical details, contributions, and reasons for re-election

Resolution 1 - To elect Simon Moore as a director

Simon Moore

Non-executive Chairman designate, appointed 9 January 2022

Simon has extensive regulatory and financial services experience in consumer, SME, and corporate banking together with regulatory and general financial services experience from his roles in Cambridge & Counties Bank, Barclays Bank and Chase Manhattan Bank. In addition, he was a member of the management board of the Confederation of British Industry. He is currently Chair of Cambridge & Counties Bank and RCI Bank UK.

Subject to regulatory approval, Simon will take up the role of Chairman of the Board and the Nomination Committee. He is a member of the Remuneration Committee.

Contributions and reasons for election

Simon was appointed by the Board as a non-executive director on 9 January 2022 and is seeking election as a director by the Company's shareholders at this AGM.

Resolution 2 - To elect Mark Sismey-Durrant as a director

Mark Sismey-Durrant

Non-executive Senior Independent Director designate, appointed 9 January 2022

Mark has over 40 years' experience in banking with a particular focus on specialist challenger banking, having been CEO of three such banks over a period spanning 23 years – Sun Bank Plc, Heritable Bank Plc and, most recently, Hampshire Trust Bank. He is currently also Chair of fintech Cashplus Bank.

Subject to regulatory approval Mark will take up the role of Senior Independent Director and interim-Chairman of the Board Risk Committee. He is a member of the Board Audit Committee, Remuneration Committee and Nomination Committee.

Contributions and reasons for election

Mark was appointed by the Board as a non-executive director on 9 January 2022 and is seeking election as a director by the Company's shareholders at this AGM.

Resolution 3 - To elect Caroline Richardson as a director

Caroline Richardson

Chief Financial Officer, appointed 5 October 2021

Caroline is the Chief Financial Officer (CFO), who has significant experience as a finance director, most recently as CFO and board member at White Oak UK, where she was responsible for the Finance and Treasury teams. During her 25 years of experience in finance and banking, Caroline has developed significant listed entity and banking expertise through her roles as Group Finance and Transformation Director at Arrow Global plc, her role as Chief Accounting Officer of the Co-Operative Bank plc and during nearly twelve years at Deutsche Bank, latterly as UK Finance Director. Caroline's experience, notably at the Co-operative Bank plc, has included close liaison with the Prudential Regulatory Authority. Caroline is a Chartered Accountant and has a First-class Honours Degree in Economics from the University of Hull.

Contributions and reasons for election

Caroline joined the Group as Chief Finance Officer on 15 March 2021 and was appointed to the Board on 5 October 2021. In late March 2021, Caroline, when reviewing information required to address the auditors enquires for the 2020 audit, became aware of potential errors and misstatements which she promptly reported to the Board. She successfully oversaw the publication of the delayed Annual Report and Financial Statements for the year ended 30 September 2020 and the Interim Report for the six months ended 31 March 2021.

Resolution 4 - To elect Garry Stran as a director

Garry Stran

Interim Chief Executive Officer, appointed 5 October 2021

Garry is a financial services professional having had a variety of roles in listed, owner managed, state and private equity controlled businesses. He has extensive experience across financial services with a focus on credit risk management, operation transformation and M&A. Garry's early career was with Nationwide Building Society where he was a senior executive and a member of Retail Credit Committee. Since then he has worked extensively in private equity as both a founder, CEO, NED and Chairman. Garry was a non-executive director of Computershare Loan Services Ltd for six years including chairing the Audit and Compliance Committee for part of that time. He has joined us from a leading fintech lender where he played a key role in supporting their rapid growth plans. Garry is a Member of the Institute of Credit Management (MCIM) and holds the Finance and Leasing Diploma.

Contributions and reasons for election

Garry is the interim Chief Executive Officer (CEO), who joined the Group in July 2020 and was originally appointed Chief Operating Officer on 1 March 2021. Garry assumed the role of Chief Operating Officer on the retirement of the former Managing Director, Robert Murray, a founding director of PCF, and assumed the role of interim CEO on the resignation of the former CEO Scott Maybury, also a founding director of PCF.

Resolution 5 - To re-elect Mark Brown, who is retiring as a director and seeking re-election

Mark Brown

Non-executive director, appointed 1 December 2015

Mark was Chairman of Stockdale Securities from November 2014 until it was bought by Shore Capital in April 2019 and is now Vice Chairman of Shore Capital Markets. He was previously Chief Executive of Collins Stewart Hawkpoint and brings a wealth of experience and leadership in both small and large financial services businesses. Having worked as Global Head of Research for ABN AMRO and HSBC and as Chief Executive of ABN's UK equities business, Mark led the successful turnaround of Arbuthnot Securities followed by Collins Stewart Hawkpoint.

Mark is a member of the Board Audit Committee, Nomination Committee and the Remuneration Committee.

Contributions and reasons for re-election

Mark has over 30 years' experience in the financial services sector, the last 15 of which have been spent assisting companies with listing and equity raising. His experience and in-depth knowledge of the stock market has proved invaluable as the Company has sourced new equity and expanded its shareholder register. Mark also has extensive experience of running financial services businesses and, in particular, delivering change to improve profitability.

Resolution 6 - To re-elect Christine Higgins, who is retiring as a director and seeking re-election

Christine Higgins

Independent non-executive director, appointed 13 June 2017

Christine is a chartered accountant with over 25 years' experience in asset finance, both UK and international. Over the past 12 years, she has served as non-executive director on boards in the health, housing, charity and finance sectors. Christine is currently a non-executive director at Buckinghamshire Building Society and Macquarie Capital Europe Ltd and is a Trustee at Refuge and she chairs their audit committees.

Christine is Chair of the Board Audit Committee and a member of the Risk Committee, the Nomination Committee and the Remuneration Committee.

Contributions and reasons for re-election

Christine is an experienced non-executive director with extensive knowledge of the financial services sector and, in particular, asset finance. With a background in accountancy, she has in depth knowledge of accounting standards and financial reporting, as well as a strong eye for detail. She chairs the Board Audit Committee in an energetic and collegiate style, ensuring that controls, governance, and risk management are of the highest standards.

Resolution 7 - To re-elect David Morgan, who is retiring as a director and seeking re-election

David Morgan

Non-executive director, appointed 9 July 2012

David has over 40 years' experience in international banking, building his career at Standard Chartered Bank. Since leaving Standard Chartered, he has been involved in a range of business advisory and non-executive roles. He is currently a non-executive director of Somers Limited and Waverton Investment Management Limited. He is also Chairman of Harlequin FC, the Premiership rugby club.

David is a member of the Risk Committee, the Nomination Committee and the Remuneration Committee.

Contributions and reasons for re-election

David is a highly experienced non-executive director who has significant banking experience, both at an executive and non-executive level. He brings a high level of challenge and direction to the Board, especially in terms of strategy and business development.

Resolution 8 - To re-elect David Titmuss, who is retiring as a director and seeking re-election

David Titmuss

Independent non-executive director, appointed 11 July 2017

David has over 25 years' experience in both large and small financial services organisations, with a particular emphasis on customer acquisition and database management. His corporate background includes working at a senior level in public and privately backed businesses. David has direct experience of credit decisioning and debt collection for companies and consumers, gained from holding senior roles in the finance industry over a number of years.

He has also led companies both as CEO and as a board director. Latterly, David headed the marketing function of webuyanycar.com and is recognised as an expert in digital marketing and advising businesses on cost-effective customer acquisition. He is also a Trustee of the Cystic Fibrosis Trust.

David is Chairman of the Remuneration Committee and a member of the Risk Committee and Nomination Committee.

Contributions and reasons for re-election

David adds breadth to the Board with a wide experience in business which covers a number of different sectors, including, financial services. His specialism and expertise in marketing and the digital landscape has proved to be vital. In addition, he has direct experience of credit decisioning and debt collections for retail and corporate customers, gained from holding senior roles in the finance industry for a number of years. David has an abundance of energy, enthusiasm, ideas and passion and provides positive challenge to the Board.

Resolution 9 - Authority to allot Shares

In accordance with section 551 of the Companies Act 2006 (the '2006 Act'), the Directors may not exercise the Company's powers to allot shares without an authority contained either in the Articles of Association or in a resolution of the shareholders passed at a general meeting. Such authority was last given by the shareholders of the Company at the Annual General Meeting held in 2021 and expires at the forthcoming AGM. The Board considers it appropriate that a further similar authority be granted to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £4,141,000 which is equivalent to approximately one third of the total issued ordinary share capital of the Company as at 24 February 2022 which is the latest practicable date before publication of this document (the 'Latest Practicable Date'). Such authority is sought in Resolution 9.

If Resolution 9 is passed, the authority will expire at the end of the Company's next Annual General Meeting.

Resolution 10 - Authority to disapply pre-emption rights

The 2006 Act requires that an allotment of shares for cash or a sale of equity securities held in treasury for cash may not be made unless the shares are first offered to existing shareholders on a pre-emptive basis in accordance with the terms of the 2006 Act. In accordance with general practice, the Directors propose that advantage be taken of the provisions of section 570 of the 2006 Act to disapply the 2006 Act's pre-emption requirements in relation to certain share issues or sales of treasury shares.

Resolution 10, which is proposed as a special resolution, will empower the Directors to allot ordinary shares in the capital of the Company for cash on a non-pre-emptive basis: (i) in connection with a rights issue or other pro-rata offer to existing shareholders; and (ii) (otherwise than pursuant to (i)) up to a maximum nominal value of £627,000, which is equivalent to approximately 5% of the total issued ordinary share capital of the Company as at the Latest Practicable Date.

If Resolutions 10 is passed, the authority will expire at the end of the Company's next Annual General Meeting.

Resolution 11 - Authority to increase ratio of fixed to variable pay

Following changes to the EU Capital Requirements Directive, known as 'CRD V', together with rules made by the Prudential Regulation Authority (PRA) and the Financial Conduct Authority (FCA), the Company will be prevented from paying certain staff an amount of variable component of their remuneration that represents more than 100% of the fixed component of their remuneration.

However, it is possible, in accordance with the requirements of CRD V, to pay those staff an amount of variable remuneration that represents up to 200% of their fixed remuneration if shareholder approval for that higher limit has first been obtained. These limits are otherwise known as the bonus cap, which takes effect for performance years starting on or after 30 September 2021.

Shareholders are asked to approve Resolution 11, which subject to remuneration committee oversight, would give the Company the flexibility to increase the variable component of remuneration of its Remuneration Code Staff above 100% of the fixed component of their remuneration but subject always to a maximum of 200% of the fixed component.

The Company has 30 Remuneration Code Staff. It determines its Remuneration Code Staff for 30 September 2021 to be 28. The Directors consider that increasing the variable component of remuneration of its Remuneration Code Staff above 100% of and up to 200% of their fixed remuneration will have no impact on the Company's requirement to maintain a sound capital base.

As required by the Capital Requirements Directive IV for the financial services industry, Resolution 11 will only be passed if it is approved by a majority of at least 66% of the votes cast on the resolution, provided that at least 50% of the total votes are represented (in person or by proxy) at the AGM. If the latter (50%) condition is not met, at least 75% of the shares or ownership rights represented (in person or by proxy) at the AGM must approve the resolution for it to pass.

For the purpose of determining whether Resolution 11 is passed, the Company shall inform the Remuneration Code Staff (other than non-executive Directors, who do not have an interest in the resolution) that they should not exercise, directly or indirectly, any voting rights they may have as shareholders or owners or members of the Company in respect of the approval sought under Resolution 11 and, where possible, any votes cast by them will be disregarded.



MR A SAMPLE
< DESIGNATION>
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA



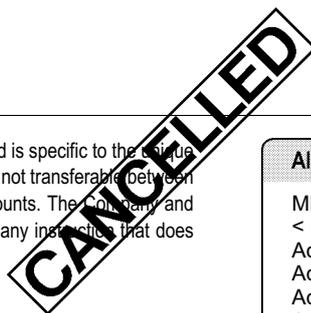
Form of Proxy - Annual General Meeting to be held on 25 March 2022

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 23 March 2022 at 10.00 am.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 1224 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 1224 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.
- Particulars of the Directors standing for election and re-election are set out in the explanatory notes in the Notice of the AGM.
- As required by the Capital Requirements Directive IV for the financial services industry, Resolution 11 will only be passed if it is approved by a majority of at least 66% of the votes cast on the resolution, provided that at least 50% of the total votes are represented (in person or by proxy) at the AGM. If the latter (50%) condition is not met, at least 75% of the shares or ownership rights represented (in person or by proxy) at the AGM must approve the resolution for it to pass.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.



All Named Holders

MR A SAMPLE
< Designation>
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of PCF Group plc to be held at **1 Cornhill, London EC3V 3ND** on **25 March 2022** at **10.00 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



Ordinary Resolutions

1. To elect Simon Moore as a director.

For	Against	Vote Withheld
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

2. To elect Mark Sismey-Durrant as a director.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3. To elect Caroline Richardson as a director.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4. To elect Garry Stran as a director.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5. To re-elect Mark Brown, who is retiring as a director and seeking re-election.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6. To re-elect Christine Higgins, who is retiring as a director and seeking re-election.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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7. To re-elect David Morgan, who is retiring as a director and seeking re-election.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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8. To re-elect David Titmuss, who is retiring as a director and seeking re-election.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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9. To authorise the directors to allot shares.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolution

10. To disapply pre-emption rights.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Remuneration Code Resolution**

11. To authorise the Company to increase ratio of fixed to variable pay.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Please refer to Explanatory Note 10 (see front) in respect of the requirements for adoption of this resolution.

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

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Date

CANCELLED
/ MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

