

NOTICE OF GENERAL MEETING

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

Notice is hereby given that a general meeting of PCF Group plc (the "**Company**") will be held at 1 Cornhill, London EC3V 3ND at 11 am on 19 June 2024 (the "**General Meeting**") to consider and, if thought fit, pass the following resolutions (the "**Resolutions**"), of which Resolution 1 will be proposed as a special resolution of the Company and Resolutions 2 and 3 will be proposed as ordinary resolutions of the Company.

SPECIAL RESOLUTION

1. THAT it has been proved to the satisfaction of the undersigned that the Company cannot, by reason of its liabilities, continue its business and accordingly that the Company be wound up voluntarily (by way of a creditors' voluntary liquidation).

ORDINARY RESOLUTIONS

2. THAT Peter Dickens of PricewaterhouseCoopers LLP, 1 Hardman Square, Manchester M3 3EB and Edward Macnamara of PricewaterhouseCoopers LLP, 7 More London Riverside, London, SE1 2RT be appointed as Joint Liquidators of the Company for the purpose of its voluntary winding up.
3. THAT any act required or authorised (whether under any enactment or otherwise) to be done by the Liquidators of the Company may be done by any one or more of the persons holding the office of Joint Liquidator from time to time (whether acting alone or jointly).

By order of the Board

Duncan McDonald
Company Secretary

Registered office:

Dashwood House,
69 Old Broad Street
London EC2M 1QS

Notes

- 1 A member entitled to attend and vote at the 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:
 - 2.1 appoint a proxy by returning the enclosed Form of Proxy by post; or
 - 2.2 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, at 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 16 June 2024 shall be entitled to vote at the General Meeting in respect of the number of ordinary shares in the Company registered in their name at the relevant time. Changes to entries in the Register of Members after close of business on 16 June 2024 shall be disregarded in determining the rights of any person to attend or vote at the General 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 General 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 & International 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 this notice of General 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.