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If you have sold or otherwise transferred all of your Ordinary Shares prior to the date on which the shares are marked 'ex-entitlement' you should deliver this document together with the enclosed Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations. If you have sold or otherwise transferred only part of your holding of your Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document does not constitute an offer or invitation to any person to subscribe for or purchase any securities in Premier Asset Management Group PLC.

# **PREMIER ASSET MANAGEMENT GROUP PLC**

*(Incorporated and registered in England and Wales with registered number 06306664)*

## **Proposed cancellation of the Share Premium Account and Notice of General Meeting**

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

**Notice of a General Meeting of the Company to be held at the registered office of the Company at Eastgate Court, High Street, Guildford, Surrey GU1 3DE on Tuesday 27 June 2017 at 11.00 a.m. is set out at the end of this document. A Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received by the Company's registrars, Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF by not later than 11.00 a.m. on Friday 23 June 2017. Completion and posting of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the General Meeting.**

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	7 June 2017
Latest time and date for receipt of Forms of Proxy for the General Meeting	11.00 a.m. on 23 June 2017
General Meeting	11.00 a.m. on 27 June 2017
Expected date of Court hearing to confirm the Capital Reduction	On or around 26 July 2017
Expected effective date for the Capital Reduction	No later than 11 August 2017

### Notes:

(1) The expected dates for the confirmation of the Capital Reduction by the Court and the Capital Reduction becoming effective are based on provisional dates that have been obtained for the required Court hearings of the Company's application. These provisional hearing dates are subject to change and dependent on the Court's timetable.

(2) The timetable assumes that there is no adjournment of the General Meeting. If there is an adjournment, all subsequent dates are likely to be later than those shown.

(3) References to times in this document are to London times unless otherwise stated.

## DEFINITIONS

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

<b>Act</b>	the Companies Act 2006;
<b>Admission Document</b>	the admission document relating to the Company dated 4 October 2016;
<b>AIM</b>	AIM, a market operated by the London Stock Exchange;
<b>AIM Rules for Companies</b>	the rules for AIM companies published by the London Stock Exchange;
<b>Articles</b>	the articles of association of the Company as adopted by special resolution passed on 28 September 2016 and effective from 7 October 2016;
<b>Board or Directors</b>	the directors of the Company whose names are set out on page 6 of this document;
<b>Capital Reduction</b>	the proposed cancellation of the Share Premium Account as described in paragraph 2 of the Chairman's letter in this document;
<b>Company</b>	Premier Asset Management Group PLC, a company incorporated in England and Wales with registered number 06306664 and having its registered office at Eastgate Court, High Street, Guildford, Surrey GU1 3DE;
<b>Court</b>	the High Court of Justice in England and Wales;
<b>Court Order</b>	the order of the Court confirming the Capital Reduction;
<b>CREST</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations);
<b>CREST Regulation</b>	the Uncertificated Securities Regulations 2001 (S1 2001 No.2001/3755) and any modification thereof or any regulations in substitution thereof for the time being in force;
<b>Form of Proxy</b>	the form of proxy accompanying this document relating to the General Meeting;
<b>General Meeting</b>	the general meeting of the Company (or any adjournment thereof) to be held at the registered office of the Company at Eastgate Court, High Street, Guildford, Surrey GU1 3DE at 11.00 a.m. on Tuesday 27 June 2017;
<b>Group</b>	the Company and its subsidiaries;
<b>London Stock Exchange</b>	London Stock Exchange plc;
<b>Notice of General Meeting</b>	the notice convening the General Meeting which is set out in Part II of this document;
<b>Ordinary Shares</b>	ordinary shares of 0.02 pence each in the share capital of

	the Company;
<b>Regulatory Information Service</b>	has the meaning given in the AIM Rules for Companies;
<b>Resolution</b>	the resolution to be proposed at the General Meeting which is set out in full in the Notice of General Meeting;
<b>Shareholders</b>	holders of Ordinary Shares from time to time;
<b>Share Premium Account</b>	the share premium account of the Company; and
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland.

PART I

LETTER FROM THE CHAIRMAN

# PREMIER ASSET MANAGEMENT GROUP PLC

*(Incorporated and registered in England and Wales with registered number 06306664)*

*Directors:*

Michael Vogel (*Non-Executive Chairman*)  
Michael O'Shea (*Chief Executive Officer*)  
Neil Macpherson (*Group Finance Director*)  
Robert Colthorpe (*Senior Independent Director*)  
William Smith (*Non-Executive Director*)  
Luke Wiseman (*Non-Executive Director*)

*Registered office:*

Eastgate Court  
High Street  
Guildford  
Surrey GU1 3DE

7 June 2017

*To Shareholders and, for information only, to the holders of options over Ordinary Shares*

Dear Shareholder

## **Proposed cancellation of the Share Premium Account and Notice of General Meeting**

### **1 Introduction**

On 24 May 2017 the Company announced its interim results for the six month period to 31 March 2017. I am now writing to you as the Company has today announced that it intends to undertake a court approved capital reduction in order to generate distributable reserves and to give notice of the General Meeting for the Shareholders to vote on the Resolution.

The purpose of this letter is to explain the background to the Capital Reduction, why the Directors unanimously consider the Capital Reduction to be in the best interests of the Company and Shareholders as a whole, and to seek Shareholders' approval for the Capital Reduction.

If the Resolution is passed at the General Meeting, subject to the satisfaction of the other conditions to the Capital Reduction, the Capital Reduction is expected to take effect no later than 11 August 2017.

### **2 Background to and reasons for the Capital Reduction**

The Board explained to Shareholders in the Admission Document its intention to pay dividends quarterly to reflect the expectation of future cash flow generation and long-term earnings potential of the Group. In accordance with this strategy the Company announced a first quarterly interim dividend of 1.25 pence per Ordinary Share on 26 January 2017 and a second quarterly interim dividend of 1.25 pence per Ordinary Share on 26 April 2017.

Company law and applicable accounting standards place technical restrictions on the ability of the Company to return value to its Shareholders and pay dividends. The purpose of the Capital Reduction is to create sufficient distributable reserves in the Company (by applying the realised profits to increase the accumulated profit on the Company's profit and loss account). The principal benefit of this will be to enable the Company to pay future dividends. In addition, should

the Company so determine at a future date, this would allow the redemption or buy back of the Company's shares. At present because the requirement for distributable reserves applies at the holding company, rather than group, level the Company is or will be frequently required to prepare and file interim accounts to show sufficient distributable reserves if it wishes to make a distribution which involves incremental cost and diversion of management time. If the Capital Reduction takes effect the Company will be able to rely on its annual audited statutory accounts in order to pay future dividends or redeem or buy back the Company's shares without needing to prepare and file such interim accounts to show sufficient distributable reserves.

If the Capital Reduction is approved by Shareholders at the General Meeting, it will be subject to the scrutiny of, and confirmation by, the Court and, subject to that confirmation, is expected to take effect upon registration of the Court's confirmation order by the UK Registrar of Companies no later than 11 August 2017. Assuming that there is no material change in the financial position or prospects of the Company, and subject to the Court process, the Board anticipates that following the Capital Reduction the Company will have distributable reserves in excess of some £50,000,000.

#### *Further details on the Share Premium Account*

As at the date of this document, the Company's Share Premium Account showed a balance of £44,747,517.13. It is proposed that all the Share Premium Account be cancelled and extinguished.

Share premium is treated as part of the capital of the Company and arises on the issue by the Company of shares at a premium to their nominal value. The premium element is credited to the Share Premium Account.

In accordance with applicable law and accounting standards, the Share Premium Account is a non-distributable capital reserve and, pursuant to relevant provisions of the Act, the Share Premium Account is treated for most purposes as part of the permanent capital of the Company. However, with the approval of its shareholders by way of a special resolution and subsequent confirmation by the Court, a company may reduce or cancel its share premium account and in certain circumstances credit some or all of such sum arising to its profit and loss account.

To the extent that the release of such a sum from the share premium account creates a credit on the profit and loss account, that sum represents distributable reserves of the company.

### **3 Further details on the Capital Reduction procedure**

Under the Act, a company limited by shares may reduce its share premium account, as long as it is not restricted from doing so by its Articles, by obtaining the approval of its shareholders by special resolution and the confirmation of the Court. The Company is permitted by its Articles to carry out a capital reduction and is therefore seeking approval of its Shareholders to the Capital Reduction. Please see the Notice of General Meeting, which sets out the Resolution, in Part II of this document. The Resolution is proposed in this regard to cancel and extinguish the entire amount standing to the credit of the Company's Share Premium Account to enable such reserves to be treated as distributable.

Secondly, the Capital Reduction must be confirmed by the Court, to which the Company will make an application if the Resolution is passed.

Provisional dates have been obtained for the required Court hearings of the Company's application, but they are subject to change and dependent on the Court's timetable. If the hearings go ahead on the provisional dates, the present timetable provides that the final hearing, at which it is hoped that the Court will make an order confirming the Capital Reduction, will take place on 26 July 2017. In any event the actual dates of the final Court hearing to confirm the Capital Reduction will be advertised in a national newspaper, as directed by the Court, at least seven days prior to that hearing.

The Capital Reduction does not take effect until the Court Order is filed with and registered by the UK Registrar of Companies. The Board intends to file the required documentation with the UK Registrar of Companies on the business day following receipt of the Court Order confirming the Capital Reduction and, subject to compliance with all procedural requirements, the UK Registrar of Companies will usually register the documents on the same day. On the present timetable, which is subject to change and dependent on the Court's timetable, this would mean that the Capital Reduction would take effect no later than 11 August 2017.

In order to approve the Capital Reduction, the Court will need to be satisfied that the interests of the creditors of the Company will not be prejudiced. The Company will put in place any appropriate arrangements in this regard, which may include the giving of an undertaking not to treat all or part of the reserve arising on the Capital Reduction as distributable until all current creditors of the Company have been paid or have consented to the Capital Reduction.

The Board reserves the right (where necessary by application to the Court) to abandon, discontinue or adjourn any application to the Court for confirmation of the Capital Reduction, and hence the Capital Reduction itself, if the Board believes that the terms required to obtain confirmation are unsatisfactory to the Company or if as the result of a material unforeseen event the Board considers that to continue with the Capital Reduction is inappropriate or inadvisable.

**The Capital Reduction does not affect the voting or dividend rights of any Shareholder, or the rights of any Shareholder on a return of capital.**

#### **4 General Meeting and Resolution**

The General Meeting of the Company, notice of which is set out at the end of this document, is to be held at 11.00 a.m. on 27 June 2017 at the registered office of the Company at Eastgate Court, High Street, Guildford, Surrey GU1 3DE. The General Meeting is being held for the purpose of considering and, if thought fit, passing the Resolution to approve the Capital Reduction.

The proposed Resolution cancels and extinguishes the entire amount standing to the credit of the Share Premium Account of the Company.

The Resolution will be passed if 75 per cent. or more of the votes cast (in person or by proxy) are in favour of it.

#### **5 Action to be taken**

**A reply-paid Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the reply-paid Form of Proxy in accordance with the instructions printed thereon to the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible and, in any event, not later than 11.00 a.m. on 23 June 2017, being 48 hours (excluding non-working days) before the time of the General Meeting. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you subsequently wish to do so.**

**The proposals can only be implemented if the Resolution is approved by the requisite majority at the General Meeting and the Capital Reduction is confirmed by the Court. It is therefore important that you either vote in person or by proxy at the General Meeting.**

**Shareholders are reminded that, if their Ordinary Shares are held in the name of a nominee, only that nominee or its duly appointed proxy can be counted in the quorum at the General Meeting.**

#### **6 Recommendation**

**Your Board considers that the passing of the Resolution to be proposed at the General Meeting is in the best interests of the Company and its Shareholders as a whole.**



Accordingly, your Board unanimously recommends that you vote in favour of the Resolution set out in the Notice of General Meeting as the Directors intend to do in respect of their own beneficial shareholdings totalling 5,310,900 Ordinary Shares, representing approximately 5.02 per cent. of the Company's issued Ordinary Share capital as at the date of this document.

Whether or not you are able to attend the General Meeting in person, please read the Notice of General Meeting set out at the end of this document and the enclosed Form of Proxy, including the notes thereto, carefully to ensure you are able to record your votes in respect of the Resolution to be proposed at the General Meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'M. Vogel', written in a cursive style.

**Michael Vogel**  
Chairman

**Part II**

**Notice of General Meeting**

**PREMIER ASSET MANAGEMENT GROUP PLC**

*(Incorporated and registered in England and Wales with registered number 06306664)*

**NOTICE IS HEREBY GIVEN** that a General Meeting of Premier Asset Management Group PLC (the "**Company**") will be held at the registered office of the Company at Eastgate Court, High Street, Guildford, Surrey GU1 3DE at 11.00 a.m. on 27 June 2017 for the purpose of considering and, if thought fit, passing the Resolution as a Special Resolution:

**SPECIAL RESOLUTION**

THAT the capital and reserves of the Company be reduced by cancelling and extinguishing the entire balance standing to the credit of the Company's share premium account.

By Order of the Board

**Neil Macpherson**

*Company Secretary*

7 June 2017

## NOTES:

- 1 The Resolution is proposed as a Special Resolution. This means that for the Resolution to be passed, at least three-quarters of the votes cast on the Resolution must be in favour of the Resolution.
- 2 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the company secretary, Neil Macpherson, or the Company registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF.
- 3 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the office of the Company's registrars no later than 48 hours (excluding non-working days) before the time appointed for holding the meeting.
- 4 The return of a complete proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.
- 5 To be entitled to attend and vote at the meeting or any adjournment (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company 48 hours (excluding non-working days) before the time appointed for holding the meeting or adjourned meeting. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 6 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 Application 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 Euroclear UK & Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his 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.
- 10 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 11 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting by no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interest of the company or the good order of the meeting that the question be answered.