

**Notice of Annual General Meeting**  
Premier Miton Group plc  
Wednesday 3 February 2021 at 10.00am

**Premier Miton**   
INVESTORS

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt as to what action you should take, you are recommended to seek your own advice from your stockbroker, bank manager, accountant or other professional advisor authorised under the Financial Services and Markets Act 2000 if you are in the UK, or from another appropriately authorised independent financial adviser if you are outside the UK.**

**If you have sold or transferred all of your registered holding of ordinary shares in the Company, please forward this document as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.**

Premier Miton Group plc  
Eastgate Court  
High Street  
Guildford  
Surrey  
GU1 3DE

Registered number: 06306664

3 December 2020

Dear Shareholder

I am pleased to advise you that the Annual General Meeting of the Company (the 'AGM' or the 'Meeting') will be held at Eastgate Court, High Street, Guildford, Surrey, GU1 3DE on Wednesday 3 February 2021. The meeting will start at 10.00am. As at the date of publication of this Notice, it is our expectation that the AGM will be held as a closed meeting with shareholder participation facilitated by way of a webinar. The Company will make arrangements for a quorum to be physically present at the venue to permit the formal business of the meeting to be conducted. We are keen, however, to engage with shareholders as fully as possible at our AGM, and invite shareholders to send questions on the business of the meeting to the following email address [companysecretarial@premiermiton.com](mailto:companysecretarial@premiermiton.com). Queries received by the proxy deadline of 10.00am on Monday 1 February 2021 will be grouped by subject matter and, to the extent reasonably practicable, will be addressed at the Meeting and the responses published on the Company's website. Your attention is drawn to note 13 on page 8 of this document.

### **Business of the Meeting**

The formal business of the Meeting is set out in the Notice of Annual General Meeting on pages 3 and 4 of this document and explanatory notes on the proposed resolutions are set out thereafter. You can exercise your right to vote online at [signalshares.com](https://signalshares.com) citing your Investor Code (which can be found on your share certificate), or via the CREST electronic platform if you are a CREST member. In the restricted circumstances anticipated this year, you are advised to appoint the Chair of the Meeting as your proxy. If you require a hard copy proxy form, please request one from the Company's registrars, Link Asset Services, in accordance with note 6 on page 7 of this document. In any event, your instruction must be received no later than 48 hours before the date and time of the AGM, being Monday 1 February 2021 at 10.00am. The results of the AGM will be announced as soon as possible after the Meeting via a regulatory news service announcement.

### **Website Communications**

If you have elected (or have been deemed, pursuant to the Companies Act 2006, to have elected) to receive communications via the Company's website, you will find a copy of the Report and Accounts and Notice of Meeting on the Company website at [corporate.premiermiton.com](https://corporate.premiermiton.com). If you wish to change your communication preference or register your email address to receive Company communications in electronic form, you may do so via [signalshares.com](https://signalshares.com) or by contacting the Company's registrars, Link Asset Services, whose contact details are set out at note 6 of this document. Choosing to receive communications in electronic form from the Company or via the Company's website helps us to manage our environmental impact and grow the Company sustainably.

### **Dividend**

The board of directors have recommended a final dividend for the year ended 30 September 2020 of 4.5 pence per ordinary share. Subject to approval at the AGM, the final dividend will be payable on 12 February 2021 to ordinary shareholders on the register at the close of business on 15 January 2021.

### **Board Succession**

On 3 December 2020, my decision not to seek re-election at AGM was announced and I am delighted that the board has appointed Robert Colthorpe as my successor. Robert joined the board in 2016, assuming the roles of Senior Independent Director and Chair of the Audit and Risk Committee. We are very fortunate to have someone with Robert's deep experience and expertise to take on the role and I am confident that I leave the board and Company in very capable hands.

### **Recommendation**

The board believes that the resolutions set forth in the Notice of Meeting are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of the resolutions.

Yours faithfully

**Mike Vogel**  
Chair

# NOTICE OF ANNUAL GENERAL MEETING OF PREMIER MITON GROUP PLC

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the 'AGM' or the 'Meeting') of the Company will be held at 10.00am on Wednesday 3 February 2021 at Eastgate Court, High Street, Guildford, Surrey, GU1 3DE to address the formal business set out below.

As at the date of this Notice it is uncertain whether Government guidance will permit gatherings at the date of the AGM. It has been confirmed that the temporary provisions regarding AGM arrangements initially set out in Schedule 14 of the Corporate Insolvency and Governance Act 2020 will be in place at that date. Accordingly, the Meeting will be a closed meeting with shareholder participation facilitated by way of a webinar. Shareholders will be updated via RNS announcement(s) and via the Company's website [corporate.premiermiton.com](http://corporate.premiermiton.com). In the circumstances, you are advised to appoint the Chair of the Meeting to vote as your proxy. Please do not attend the venue.

## ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions numbered 1 to 7, all of which will be proposed as ordinary resolutions.

1. To receive the Company's annual audited accounts for the year ended 30 September 2020, together with the Directors' Report and the Auditors' Report thereon.
2. To re-appoint KPMG LLP as auditors to the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the directors to fix the auditors' remuneration.
3. To declare a final dividend of 4.5p per ordinary share in the capital of the Company.
4. To receive and approve the Directors' Remuneration Report, which is set out on pages 48 to 51 of the Annual Report and Accounts for the year ended 30 September 2020. The vote is advisory and the directors' entitlement to remuneration is not conditional on the resolution being passed.
5. To appoint Alison Fleming, who retires pursuant to Article 103.2 of the Company's Articles of Association and who, being eligible, offers herself for election as a director of the Company.
6. To re-appoint Will Smith, who retires pursuant to Article 103.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a director of the Company.

## 7. Authority to allot shares

THAT the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the '2006 Act') to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the 2006 Act) of £10,527.00.

## SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions numbered 8 and 9, both of which will be proposed as special resolutions:

## 8. Disapplication of pre-emption rights

THAT, subject to the passing of resolution 7, the directors of the Company be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section 560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 7 as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash:

- a. in connection with or pursuant to an offer or invitation in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical problems which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or otherwise howsoever; and
- b. in the case of the authority granted under resolution 7, and otherwise than pursuant to paragraph (a) of this resolution, for cash up to an aggregate nominal amount of £1,579.00, being approximately 5% of the Company's issued ordinary share capital as at the date of this Notice.

The power conferred by resolutions 7 and 8 shall expire at the conclusion of the next AGM, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry.

# NOTICE OF ANNUAL GENERAL MEETING OF PREMIER MITON GROUP PLC

CONTINUED

## 9. Authority to purchase own shares

THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of fully paid ordinary shares of 0.02p each in the capital of the Company provided that:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 15,791,303 (representing approximately 10 per cent. of the Company's issued ordinary share capital);
- b. the minimum price (exclusive of expenses) which may be paid for each ordinary share shall be the nominal value, being 0.02 pence;
- c. the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than 5 per cent. above the average of the middle market quotations for an ordinary share, as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased;
- d. unless previously renewed, varied or revoked, this authority shall expire at the conclusion of the Company's next AGM; and
- e. the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

By order of the Board

**Catriona Fletcher**  
Company Secretary  
3 December 2020

Registered Office  
Eastgate Court  
High Street  
Guildford  
Surrey  
GU1 3DE

# EXPLANATORY NOTES TO THE RESOLUTIONS

## Business of the Meeting

The business of the meeting is set out in the Notice of Meeting on pages 3 and 4. Resolutions 1 to 7 are proposed as ordinary resolutions, requiring over 50% of the votes cast to be in favour. Resolutions 8 and 9 are proposed as special resolutions, requiring at least 75% of the votes cast to be in favour of the resolution.

## Voting

Information about how to vote is set out in the Notes on pages 7 and 8 of this document. This year, due to the restrictions in place, please vote your shares by proxy, appointing the Chair of the Meeting. We encourage shareholders to vote online at [signalshares.com](https://signalshares.com) citing the Investor Code (which can be found on your share certificate). If you are a CREST member and wish to appoint a proxy or proxies through the CREST electronic platform, you may do so using the procedures described in the CREST manual. If you require a hard copy proxy form, please request one from the Company's registrars, Link Asset Services, in accordance with note 6 on page 7 of this document. In any event, your voting instruction must be received no later than 10.00am on Monday 1 February 2021.

## Resolution 1 – Report and accounts (Ordinary Resolution)

The directors must present their report and audited accounts to the meeting.

## Resolution 2 – Appointment of the auditor and remuneration of the auditor (Ordinary Resolution)

The appointment of KPMG LLP ('KPMG') as auditor terminates at the conclusion of the AGM. The Audit and Risk Committee has assessed the external auditor and concluded that KPMG were effective and independent. This resolution, which is recommended to the board by the Audit and Risk Committee, seeks the re-appointment of KPMG as auditors of the Company to hold office until the next AGM and also seeks authority for the directors to set the remuneration of the auditor.

## Resolution 3 – Declaration of dividend (Ordinary Resolution)

The directors have recommended a final dividend of 4.5 pence per ordinary share in the Company. Subject to approval at the AGM, the final dividend will be payable on 12 February 2021 to holders of ordinary shares in the Company on the register at close of business on 15 January 2021. Link Asset Services, the Company's registrar, offers a Dividend Reinvestment Plan and details of how to subscribe to this can be found on their website at [www.linkassetservices.com/shareholders/shareholder-services-uk](https://www.linkassetservices.com/shareholders/shareholder-services-uk).

## Resolution 4 – Directors' remuneration report (Ordinary Resolution)

The Company is not required to obtain shareholder approval of the Directors' Remuneration Report nor to seek approval of the remuneration paid to the board. However, the board considers that it is good practice to seek shareholders' views on directors' pay by way of an advisory shareholder vote on the Directors' Remuneration Report. Shareholders can find the report on pages 48 to 51 of the Annual Report and Accounts of the Company for the year ended 30 September 2020.

## Resolution 5 – Alison Fleming appointment (Ordinary Resolution)

The Company's Articles of Association permit the board to appoint new directors and a director so appointed must resign at the first AGM following their appointment and, if they wish, offer themselves for appointment. Alison Fleming was appointed by the board on 14 May 2020, and accordingly she will resign at the commencement of the AGM and by this resolution 5, is proposed for appointment as a director.

Alison Fleming was appointed on 14 May 2020 as a Non-Executive Director. Alison brings extensive experience in financial markets, having held senior positions at investment banks (including UBS, Lehman Brothers, and Credit Lyonnais), and boutique asset managers. Her skillset includes stakeholder engagement, compliance, ESG, governance and business development.

## Re-appointment of Directors

In accordance with the Company's Articles of Association, at each AGM a number of directors nearest to but not exceeding one third (excluding those who were appointed by the board since the last AGM) must retire by rotation. Accordingly, Will Smith will retire from the board and, being eligible, offer himself for re-election. Mike Vogel who is eligible by virtue of rotation, does not wish to offer himself for re-election and in accordance with Article 103.3 shall retire at the conclusion of the AGM.

## Resolution 6 – Will Smith re-appointment (Ordinary Resolution)

Will Smith is Chair of the Nomination Committee, and member of both the Audit and Risk and the Remuneration Committees. He joined the board in September 2016 and has extensive experience as a fund management having held positions at a number of the UK's leading investment banks and financial services companies.

## EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

### **Resolution 7 – General authority to allot (Ordinary Resolution)**

This resolution proposes that the directors' authority to allot shares be renewed. The authority previously given to the directors by resolution of the shareholders at the Company's last AGM on 5 February 2020 will expire at this year's AGM. In accordance with the 2006 Act, the directors of the Company may only allot shares or grant rights to subscribe for or convert into shares if authorised to do so.

Resolution 7 will authorise the directors to allot new shares or grant rights up to an aggregate nominal value of £10,527.00 which is equal to one third of the total issued ordinary share capital of the Company as at the date of this Notice. If passed, the authority given by this resolution will expire at the conclusion of the Company's next AGM.

The directors have no present intention of exercising this authority however consider it prudent to maintain the flexibility that this authority provides. Should the directors decide to exercise the authority, this would be undertaken in accordance with the Investment Association guidance.

### **Resolution 8 – Disapplication of pre-emption rights (Special Resolution)**

At the last AGM on 5 February 2020, a resolution was passed empowering the directors to allot equity shares for cash without first being required to offer the shares to existing shareholders. That resolution will lapse at the conclusion of the Meeting and the directors propose to renew this authority.

This resolution seeks shareholder authority to renew the power to dis-apply pre-emption rights in accordance with s.570 of the 2006 Act for a maximum aggregate nominal value of £1,579.00, being approximately 5% of the Company's ordinary issued share capital as at 3 December 2020, without restriction as to the use of the proceeds of such an allotment. Shares held in treasury and sold for cash are counted towards this maximum value. As at 3 December 2020, the last practicable date, the Company holds no shares in treasury. If given, this power will expire at the conclusion of the next AGM.

The directors have no present intention of exercising this authority. If this authority were to be exercised, the Company would do so in accordance with the Pre-Emption Group's Statement of Principles.

### **Resolution 9 – Authority to purchase own shares (Special Resolution)**

This resolution gives the Company general authority to repurchase up to 15,791,303 of its own shares in the market, being approximately 10% of the Company's issued share capital as at 3 December 2020, being the last practicable date prior to publication of the Notice, at or between the maximum and minimum prices specified in the resolution giving the authority.

Current legislation allows companies to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The directors may use the authority to purchase shares and hold them in treasury (and subsequently sell or transfer them out of treasury as permitted in accordance with legislation) rather than cancel them, subject to institutional guidelines applicable at the time.

The directors wish to renew this authority as they are committed to the effective management of the share capital of the Company. Such authority would only be exercised where they believe that the effect of such purchases was in best interests of the Company and its shareholders as a whole.

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. In usual circumstances, members entered in the register of members of the Company at close of business on Monday 1 February 2021 are entitled to attend, vote and speak at the AGM, or any adjournment thereof. However, the restrictions on public gatherings as a result of COVID-19 and the extended provisions of the Corporate Insolvency and Governance Act 2020, restricting a shareholder's right to attend in person, mean that the Company is unavoidably restricted to (i.) providing for shareholder participation via a webinar facility and (ii.) voting by proxy only. To exercise your right to vote you should read the following explanatory notes. The directors believe that the webinar facility provides an appropriate and cost-effective means for shareholders to participate in the Meeting. Whilst participation via webinar will enable shareholders to hear the proceedings and to view a presentation, it should be noted that participation via webinar does not amount to a shareholder being in formal attendance at the AGM. Further details on webinar participation will be provided as it becomes available.
2. As at 3 December 2020, (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 157,913,035 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 December 2020 are 157,913,035.
3. To be entitled to vote (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 1 February 2021. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote.
4. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to vote. In usual circumstances, 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 ordinary share or ordinary shares held by that shareholder. Under the restricted circumstances in which the Meeting is expected to be held, you are advised to appoint the Chair of the Meeting as your sole proxy.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Meeting. You can vote either:
  - by logging on to **signalshares.com** and following the instructions;
  - by requesting a hard copy form of proxy directly from the registrars, Link Asset Services, by calling 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00am and 5:30pm Monday to Friday excluding public holidays in England and Wales; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.For a proxy appointment to be valid, a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 10:00am on 1 February 2021.
7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. If you wish to revoke your proxy instruction, you must deliver notice of your intention to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a corporate member, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or a duly appointed attorney for the company. A duly certified copy of any power of attorney or any other authority under which the revocation notice is signed must be included with the revocation notice. The revocation notice must be received by Link Asset Services no later than 10.00am on 1 February 2021. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.
9. CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.

# NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

10. In order for a proxy appointment or instruction 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 specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 10:00am on 1 February 2021. For this purpose, the time of receipt will be taken to mean 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
12. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
13. Under usual circumstances, any shareholder attending the Meeting has the right to ask questions. This year, shareholder questions should be submitted by email at **companysecretarial@premiermiton.com**. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but 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 interests of the Company or the good order of the Meeting that the question be answered.
14. Under usual circumstances, the terms and conditions of appointment for non-executive directors are made available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 9:00am on the day of the Meeting until the conclusion of the Meeting. This year, shareholders may request a copy for inspection from the Company Secretary at **companysecretarial@premiermiton.com**.
15. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
16. A copy of this Notice can be found on the Company's website at **corporate.premiermiton.com**.