

IAM CAPITAL GROUP PLC
4 Hill Street, London, W1J 5NE
(the **Company**)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM**) of IAM Capital Group Plc will be held at 4 Hill Street, London, W1J 5NE on 27th July 2022 at 9.30am.

Please ensure that you arrive at least 20 minutes before the start of the meeting as the meeting will start at 9.30am.

During the AGM, those members entitled to vote will be asked to consider and vote on the resolutions set out below and we will hold the AGM in compliance with the rules set out in the Company's articles of association (**Articles**).

All members are welcome to attend the AGM. Members who are entitled to attend and vote are entitled to attend in person, join via Zoom or appoint a proxy if they cannot attend the meeting. A proxy can exercise any of your rights to attend, speak and vote at the meeting. Details of how to appoint a proxy or attend via Zoom are set out below.

By Proxy

Proxies do not need to be members of the Company, but they must be appointed by you not less than 48 hours before the meeting and the proxy form (attached) must be received by the Company by 9.30am on 25th July 2022. A copy may be sent by email to j.verkleij@iamcapital.com.

You may appoint the Chairperson or someone else to be your proxy. You may instruct your proxy to vote in a particular way on each motion or allow them to vote as they see fit. Please read the notes set out below and contained in the proxy form before completing and returning the form.

By Zoom Video Conference

If a member is unable to attend in person, they may attend by using Zoom. Any member wishing to attend the AGM using this method must notify the Chairperson at least 48 hours in advance of the meeting and the Company will send you a separate email invitation with a link to access the meeting together with the password details. Please ensure that you are technically enabled to attend the meeting using Zoom in advance of this time. If you are concerned about set-up arrangements, please contact the Company, and we will arrange suitable assistance.

Resolutions

The following resolution is set to be proposed at the AGM for the members to consider, and if thought fit approve, as an ordinary resolution:

ORDINARY RESOLUTION

IT WAS RESOLVED,

1. to receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2021 together with the directors' report and auditor's report on those accounts; and
2. to approve the directors' remuneration report, as set out in the Company's annual report and accounts for the financial year ended 31 December 2021;
3. to declare a final dividend of 2 pence per share for the year ended 31 December 2021 to be paid immediately to the holders of ordinary shares on the register of members at the close of business on the date of these resolutions; and
4. to re-appoint all directors as directors of the Company.

Registered office: 4 Hill Street, London, W1J 5NE

By order of the board of directors of the Company.

DocuSigned by:



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J Verkleij

Company Secretary

1 July 2022

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Appointment of proxies

1. If you are a Shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. To appoint more than one proxy, you may provide multiple copies of the proxy form. Multiple proxy appointments should be returned together in the same envelope. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the Shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairperson) and give your instructions directly to them.

3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy by post

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company Secretary, 4 Hill Street, London, W1J 5NE; and
- received by the Company no later than 48 hours prior to the meeting.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxies electronically

5. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by sending the proxy notice to j.verkleij@iamcapital.com. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 9.30am on 25th July 2022.

This email address should not be used for any other purpose unless expressly stated.

Appointment of proxy by joint holders

6. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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).

Changing proxy instructions

7. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact j.verkleij@iamcapital.com.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

8. A Shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by either:

- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an Officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- Sending an email to j.verkleij@iamcapital.com followed by a call confirming the termination. Further evidence may be required in order to prove the authenticity of the termination.

In either case, the revocation notice must be received by the Company no later than 48 hours prior to the meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Communication

9. Except as provided above, Shareholders who have general queries about the meeting should contact j.verkleij@iamcapital.com by email (no other methods of communication will be accepted).

Attendance

10. Only members or their Proxy are entitled to attend and vote at the AGM.

IAM Capital Group Plc

4 Hill Street, London, W1J 5NE

(the **Company**)**Form of Proxy**

I/we am/are a member of the Company entitled to attend and vote at an annual general meeting of the Company. I/we appoint the person named below, or failing him/her the Chairperson of the meeting, as my/our proxy to vote on my/our behalf at the annual general meeting of the Company to be held at the following place and time, and at any adjournment and on any proposed amendments to the resolutions:

Name of member:	
Name of proxy:	
Place of meeting:	4 Hill Street, London, W1J 5NE
Date of meeting:	9.30am on 27 th July 2022

The proxy will vote on the resolutions as indicated:

<i>Ordinary Resolutions</i>	<i>For</i>	<i>Against</i>
1. To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2021 together with the directors' report and auditor's report on those accounts.		
2. To approve the directors' remuneration report, as set out in the Company's annual report and accounts for the financial year ended 31 December 2021.		
3. To declare a final dividend of 2 pence per share for the year ended 31 December 2021 to be paid immediately to the holders of ordinary shares on the register of members at the close of business on the date of these resolutions; and		
4. To re-appoint all directors as directors of the Company.		

Please indicate with an X in the space provided how you wish your votes to be cast on the resolution. If you sign and return this form without indicating how the proxy is to vote, he/she will have discretion to vote either way or to abstain.

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Signature

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Date

NOTES

1. The form of proxy must be signed by the member appointing the proxy or his/her attorney authorised in writing. If the member is a corporation, the form of proxy should be sealed with its common seal or signed by an officer, or an attorney of the corporation or other person authorised to sign it.
2. The return of this form will not prevent a member from attending in person and voting at the meeting.
3. In the case of joint members, the person whose name appears first in the register of members has the right to attend and vote at general meetings to the exclusion of all others.
4. To be valid this form of proxy and the authority (if any) under which it is executed, or a certified copy of such authority must be lodged with the Company's registrars not later than 48 hours before the time of the meeting or adjourned meeting.
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy you may photocopy this form. Please indicate on the line below the proxy's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate in the form of proxy if it is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
6. A vote given by a proxy or authorised representative of a company is valid notwithstanding termination of his authority unless notice of the termination is received at the Company's address at least 48 hours before the time fixed for holding the meeting or adjourned meeting at which the vote is given.