

IAM CAPITAL GROUP PLC

(the Company)

Circular to all Shareholders and Notice of General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This circular (the “**Circular**”) is sent to you as a Shareholder of IAM Capital Group plc. It is important and requires your immediate attention. If you are in any doubt as to the action you should take, please seek advice from your independent financial advisor. If you have sold or transferred your shares in the Company please pass this Circular to the purchaser, or transferee, or agent, through whom the sale or transfer was affected for transmission to the purchaser or transferee as soon as possible. The Directors accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Letter from the Board

Date:23 August 2022

Dear Shareholder

RE: IMPORTANT NOTICE FOR RE-REGISTRATION OF THE COMPANY

The Company is seeking the approval of its shareholders (the “**Shareholders**”) to re-register from a public company to a private limited company (the “**Re-Registration**”).

The purpose of this document is to convene a general meeting at which the resolution to re-register will be proposed (the “**General Meeting**”) and to provide you with a background to the proposed Re-Registration. A copy of the notice of the General Meeting is at Schedule 1.

The Re-Registration

Public companies are subject to more extensive administrative requirements than private companies, and they are not permitted to use several simplified procedures under the Companies Act 2006 (the “**CA 2006**”) that private companies benefit from. Consequently, the directors of the Company have decided that now is the right time to re-register the Company as a private company due to the significant administrative burden of being a public company without proportionate benefits from having such status.

In order to re-register as a private limited company the Shareholders must pass a resolution approving the Re-Registration. The General Meeting is being convened for this purpose.

Material Changes

In order for the Company to re-register as a private limited company there are several necessary changes that must take place. The most important of these includes adopting new articles of association which are functional for a private company rather than a public one, as well as changing the name of the company to comply with statute, specifically section 59 CA 2006. These changes may only transpire on the passing, by the Shareholders, of certain ordinary and special resolutions presented at the General Meeting.

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The below information expressly states the changes that are being made, why they are being made, and how they will impact, if at all, the Shareholders. Please consider this information carefully before voting on the resolutions presented at the General Meeting.

- **Adoption of new articles of association**

In order to facilitate the Re-Registration, the directors propose to adopt new articles of association (the “**New Articles**”) to replace the Company’s existing articles of association with effect from the Re-Registration. This is to reflect the Company’s new status and remove provisions which will no longer serve the company. Shareholders are encouraged to review the New Articles in their entirety. A copy of the proposed New Articles is at Schedule 2. The New Articles and a copy of the current articles will be available for inspection at the Company’s registered office until the time of the General Meeting and will also be at the place of the General Meeting.

The resolution proposes that the New Articles will be adopted with effect from the time the board determines. In making its final decision, the Board will consider all relevant factors. The following proposed changes are to be made by the New Articles:

- Authorisation of share capital (Existing article 3)

The concept of authorised share capital is now redundant so the New Articles remove the entirety of the existing article 3 as to not limit the maximum amount of shares the Company can allot once it has re-registered as a private limited company as per section 28 CA 2006.

- Authority of Board to Allot Shares (New article 4)

The New Articles amend article 4 so as to permit the directors to allot shares without prior written authority of the Shareholders in line with sections 550 and 551 of CA 2006. This means that the directors shall have the power to allot shares in the share capital of the Company subject to the restrictions prescribed by this clause.

- Further Issues of Shares: Pre-Emption Rights (New article 5)

The New Articles include that, unless otherwise agreed by special resolution, for any new equity securities or shares allotted by the Company pre-emption rights shall apply, meaning the new securities or shares must first be offered to the members of the Company before any third party. This shall allow members to purchase the number of shares offered to them, which provides some protection from the dilution of their shareholding by third parties. The pre-emption rights do not apply to any shares offered as part of an employee share incentive scheme (including but not limited to EMI options) or any allotment to any person within the Annual Allotment. The Annual Allotment is defined as 8,000,000 ordinary shares of £0.05 each in any financial year.

- Purchase of Own Shares (New article 8)

This is a new provision that sets out the framework for the Company to purchase shares from Shareholders. Permitting a buyback provides flexibility in the event a Shareholder wants to exit but there is no readily available purchaser. The pre-emption rights shall not be applicable in respect of the sale or transfer of shares that the Company has purchased from Shareholders and which it holds in treasury.

- Uncertified Shares (Existing articles 12-13)

Existing articles 12 and 13 relating to uncertified shares have been removed by the New Articles as it is much less common for private limited companies to hold shares in an uncertificated form. The Uncertificated Securities Regulations 2001 usually applies to public companies.

- Disclosure of Interests in Shares (Existing articles 41-44)

Existing articles 41 and 42 relate to a section 793 notice under s.793 CA 2006. This section only applies to public companies and will no longer be relevant upon Re-Registration and therefore have been excluded from the New Articles.

- Matters requiring a Special Resolution (New article 41)

The New Articles has included a new article 41 in order to reserve specific powers for the Shareholders rather than the directors. This article allows the Shareholders more control and power within the decision-making of the Company and increased protection for their investment.

- Sending notice by electronic means (Existing articles 54 and 159)

The New Articles have been amended to remove reference to communication via the Company's website. In accordance with the New Articles and statute, the Company proposes to send a letter to its shareholders seeking their approval to receive notices and documents via email to assist with the administrative burden of communicating with a large shareholder base.

- Rotation and Retirement of Directors (New article 80)

Private limited company articles of association rarely include provisions requiring directors to retire by rotation. The New Articles have dispensed with this requirement therefore.

- Borrowing Powers (New article 101)

New article 101 clarifies the parameters of the board's powers and decision-making authority in respect of borrowing, which is not to exceed a sum equal to five times the adjusted capital and reserves without the prior sanction of an ordinary resolution of the Shareholders.

- Authority to act as a Secretary (Existing article 136)

Existing article 136 has been removed from the New Articles as private limited companies are not required by law to have a secretary or to have someone act as secretary in absence of one. Private limited companies are however permitted to appoint one if they wish.

- **Change of Company Name**

Private limited companies which are registered in England and Wales are required by statute to end in either 'Limited' or 'Ltd' (with exemptions). As part of the Re-Registration process of the Company, the name will need to be changed from IAM Capital Group plc to IAM Capital Group Limited in order to observe and comply with statute.

Procedure

The change of Company name is subject to the passing of a special resolution by the Shareholders approving the name change at the General Meeting and the approval from the Registrar of Companies ("Companies House") of the new Company name. The change of Company name shall take effect once Companies House enters the new name into the register and issues a new certificate of incorporation
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with the change of name. The board will then carry out all necessary registration and filing procedures required by Companies House and by the CA 2006.

Effect of Change of Company Name

The change of Company name will have no effect on any of the rights of the Shareholders or the Company's financial position. Any new share certificates issued by the Company after the Re-Registration will bear the new name of the Company.

- **The Takeover Panel**

The Takeover Code (the "Code") currently applies to IAM Capital Group plc. The Code does not apply to private limited companies (other than in certain limited circumstances) and would not apply to any offer made to the Company's Shareholders to acquire their shares made subsequent to the Re-Registration of the Company as a private limited company.

The Shareholders should note that, if the resolution to re-register the Company as a private limited company becomes effective, they will not receive the protections afforded by the Code in the event that there is a subsequent offer to acquire their shares.

Before giving your consent to the Re-Registration of the Company as a private limited company, you may want to take independent professional advice from an appropriate independent financial adviser.

The Code

The Code is issued and administered by the Panel. IAM Capital Group plc is a company to which the Code applies and its shareholders are accordingly entitled to the protections afforded by the Code.

The Code and the Panel operate principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment by an offeror. The Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

The General Principles and Rules of the Code

The Code is based upon a number of General Principles which are essentially statements of standards of commercial behaviour. For your information, these General Principles are set in Part 1 of Appendix A. The General Principles apply to all transactions with which the Code is concerned. They are expressed in broad general terms and the Code does not define the precise extent of, or the limitations on, their application. They are applied by the Panel in accordance with their spirit to achieve their underlying purpose.

In addition to the General Principles, the Code contains a series of Rules, of which some are effectively expansions of the General Principles and examples of their application and others are provisions governing specific aspects of takeover procedure. Although most of the Rules are expressed in more detailed language than the General Principles, they are not framed in technical language and, like the General Principles, are to be interpreted to achieve their underlying purpose. Therefore, their spirit must be observed as well as their letter. The Panel may derogate or grant a waiver to a person from the application of a Rule in certain circumstances.

Giving up the protection of the Code

A summary of key points regarding the application of the Code to takeovers generally is set out in Part 2 of Appendix A. **You are encouraged to read this information carefully as it outlines certain important protections which you will be giving up if you agree to the Re-Registration of the Company as a private limited company.**

Benefits of the Re-Registration

The above changes and overall Re-Registration of the Company as a private limited company will have a number of benefits for the Shareholders. Private limited companies are as mentioned governed with less extensive administrative burdens which, upon Re-Registration, will allow the management team more available free time to focus on the development and growth of the business. This in turn may increase the profitability of the Company and the value of the shares held in the Company. Some further benefits include the fact resolutions of a private company may be passed through a written resolution as well as at a physical meeting, which allows increased flexibility on voting options for shareholders. Private limited companies also have the benefit of having more flexibility in obtaining external funds or financing.

Board approval

Following approval of the resolutions by the Shareholders a final board decision will be taken as to whether and when to proceed with the Re-Registration. The board intends to proceed with the Re-Registration as soon as reasonably practicable provided that it remains, in the board's view, in the best interests of the Company and Shareholders as a whole. In making its final decision, the board will take into account all relevant factors.

Directors Recommendation

The board believes that the Re-Registration is in the best interests of the Company and Shareholders as a whole. It will provide the Company with the ability of being free from the excessive administrative burden which comes with being a public company and focus all time and energy on developing the business for the benefit of the Shareholders. Accordingly, the board strongly recommends that Shareholders vote in favour of the resolutions to re-register the company as a private limited company.

Yours faithfully



Mr. John David Sebastian Booth

Chair, IAM Capital Group plc

Appendix A

Part 1: The General Principles of the Code

- All holders of the securities of an offeree company of the same class must be afforded equivalent treatment: moreover, if a person acquires control of a company, the other holders of securities must be protected.
- The holders of the securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on the bid; where it advises the holders of securities, the board of the offeree company must give its view on the effects of implementation of the bid on employment, conditions of employment and the locations of the company's place of business.
- The board of an offeree company must act in the interests of the company as a whole and must not deny the holders of securities the opportunity to decide on the merits of the bid.
- False markets must not be created in the securities of the offeree company, of the offeror company or of any other company concerned by the bid in such a way that the rise or fall of the prices of the securities becomes artificial and the normal functioning of the markets is distorted.
- An offeror must announce a bid only after ensuring that he/she can fulfil in full any cash consideration, if such is offered, and after taking all reasonable measures to secure the implementation of any other type of consideration.
- An offeree company must not be hindered in the conduct of its affairs for longer than is reasonable by a bid for its securities.

Part 2: Detailed application of the Code

The following is a summary of key provisions of the Code which apply to transactions to which the Code applies. You should note that, by agreeing to the re-registration of the Company as a private company, you will be giving up the protections afforded by the Code.

Equality of treatment

General Principle 1 of the Code states that all holders of securities of an offeree company of the same class must be afforded equivalent treatment. Furthermore, Rule 16.1 requires that, except with the consent of the Panel, special arrangements may not be made with certain shareholders in the Company if there are favourable conditions attached which are not being extended to all shareholders.

Information to shareholders

General Principle 2 requires that holders of securities of an offeree company must have sufficient time and information to enable them to reach a properly informed decision on a bid. Consequently, a document setting out full details of an offer must be sent to the offeree company's shareholders.

The opinion of the offeree board and independent advice
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The board of the offeree company is required by Rule 3.1 of the Code to obtain competent independent advice as to whether the financial terms of an offer are fair and reasonable, and the substance of such advice must be made known to its shareholders. Rule 25.2 requires that the board of the offeree company must be sent to the offeree company's shareholders and persons with information rights its opinion on the offer and its reasons for forming that opinion. That opinion must include the board's views on: (i) the effects of implementation of the offer on all the company's interests, including, specifically, employment; and (ii) the offeror's strategic plans for the offeree company and their likely repercussions on employment and the locations of the offeree company's places of business.

The circular from the offeree company must also deal with other matters such as interests and recent dealings in the securities of the offeror and the offeree company by relevant parties and whether the directors of the offeree company intend to accept or reject the offer in respect of their own beneficial shareholdings.

Rule 20.1 states that, except with the consent of the Panel or as provided in the Notes Rule 20.1, information and opinions relating to an offer or a party to an offer must be made equally available to all offeree company shareholders and persons with information rights as nearly as possible at the same time and in the same manner.

Schedule 1- NOTICE OF GENERAL MEETING

IAM CAPITAL GROUP PLC
(Company number 03359615)

Notice of General Meeting

Notice is hereby given that a general meeting (**GM**) of IAM Capital Group PLC (**Company**) will be held at 4 Hill Street, London, W1J 5NE on 12 September 2022 at 14.45 BST.

Please ensure that you arrive at least 20 minutes before the start of the meeting as the meeting will start at 14.45 BST.

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

All members are welcome to attend the GM. 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 14.45 on 10 September 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 meeting is being convened for the purpose of considering and, if thought fit, passing the following resolutions. The board proposes resolutions 1 and 2 be passed as ordinary resolutions and resolutions 3 and 4 be passed as special resolutions (the **Resolutions**):

ORDINARY RESOLUTIONS

IT WAS RESOLVED THAT,

- 1) with effect from the Company's re-registration as a private limited company and in accordance shareholder circular:4071285_2

with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No.5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors be given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006; and

- 2) with effect from the Company's re-registration as a private limited company and in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No.8, Transition Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to
- a) offer or allot;
 - b) grant rights to subscribe for or to convert any security into;
 - c) otherwise deal in, or dispose of,

any shares (of any class) in the capital of the Company (**Shares**) (or any options, warrants, conversion rights and all other rights to acquire or subscribe for Shares) to any person, at any time and subject to any terms and conditions as the directors think proper. Such authority:

- shall be limited to a maximum nominal amount of £10,000,000;
- shall only apply insofar as the Company has not renewed, waived or revoked it by ordinary resolution; and
- may only be exercised for a period of five years commencing on the date on which these Articles are adopted, save that the Board may make an offer or agreement which would, or might, require Shares to be allotted after the expiry of such authority (and the Board may allot Shares in pursuance of an offer or agreement as if such authority had not expired).

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.


SPECIAL RESOLUTIONS

IT WAS RESOLVED THAT,

- 3) the Company be re-registered as a private limited company under the Companies Act 2006 by the name of IAM Capital Group Limited; and
- 4) the articles of association attached hereto (**New Articles**) are hereby approved and adopted (subject to the consent of the directors) as the articles of association of the Company and in substitution for and to the exclusion of any existing articles of association of the Company and any provision of the existing memorandum of association that would be deemed to be included in the Company's existing articles of association by virtue of section 28 of the Companies Act 2006, at such time as the board determines.

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

By order of the Board



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Chair

NOTES TO THE NOTICE OF GENERAL MEETING

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy 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. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the chairperson of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. 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 him or her.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy the form of proxy indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed.
4. 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 using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - Completed and signed;
 - Sent or delivered to the Company at 4 Hill Street, London, W1J 5NE; and
 - Received by the Company no later than 48 hours prior to the meeting.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. 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).

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the method set

out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

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 appointments

8. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to 4 Hill Street, London, W1J 5NE. In the case of a member 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.
 - By sending an e-mail to j.verkleij@iamcapital.com.

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 then, subject to the paragraph directly below, your proxy appointment will remain valid.

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, members who have general queries about the Meeting should contact by email (no other methods of communication will be accepted).

You may not use any electronic address provided in this notice of general meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.