

# iAM CAPITAL GROUP plc

Registered in England and Wales in accordance with the Companies Act 2006 (the “Act”) with company number 03359615 and registered office at 4 Hill Street, London W1J 5NE

## LETTER FROM THE CHAIRMAN

23 July 2018

Dear Shareholders,

The annual general meeting of iAM Capital Group plc (the “Company”) is to be held at 3:00pm on the 3<sup>rd</sup> of September 2018 at the Company’s offices at 4 Hill Street, London W1J 5NE (“Annual General Meeting”). You will find enclosed the notice of the Annual General Meeting together with a form of proxy. The business of the Annual General Meeting is to consider and if thought fit, approve the following resolutions:

### **Resolution 1 — Ordinary Resolution**

To receive the Company’s accounts and the Directors and Auditors’ reports for the financial year ending on 31st December 2017. These are enclosed with the package that you are receiving and are also available for download at the Company’s website located at [www.iamcapital.com](http://www.iamcapital.com).

### **Resolution 2 – Ordinary Resolution**

To reappoint Mr. Emanuel Arbib as a Director of the Company. Mr. Arbib retires by rotation and offers himself for re-election.

### **Resolution 3 – Ordinary Resolution**

To reappoint Mr. Detlef Bierbaum as a Director of the Company. Mr. Bierbaum retires by rotation and offers himself for re-election.

### **Resolution 4 – Ordinary Resolution**

To reappoint Mr. Mark Segall as a Director of the Company. Mr. Segall retires pursuant to article 81 of the Company’s articles of association and offers himself for re-election.

### **Resolution 5 — Reappointment of Auditors — Ordinary Resolution**

To reappoint Sopher + Co LLP as the Company’s auditors.

### **Resolution 6 — Authorising the Directors to fix the Auditors’ remuneration — Ordinary Resolution**

To authorise the Directors of the Company to agree the remuneration of the Company’s auditors.

### **Resolution 7 — Authorising the Directors to allot shares - Ordinary Resolution**

As is customary, the Directors seek authorisation to issue and allot shares in the Company. The authority referred to in paragraph (a) below will normally be used to issue shares on, or following, a placing of new shares; or for, or in connection with, an acquisition where all or part of the purchase price is satisfied by the Company issuing shares to the vendors; or for, or in connection with, the issue of shares pursuant to any Company share option scheme or share option trust. The authority referred to in paragraph (b) below will be used for pre-emptive offerings in accordance with the terms of that authority:

- (a) the amount for which general authority is sought is £500,000 in nominal value of the Company’s shares; and, in addition,
- (b) the amount for which specific authority is sought in connection with an offer by way of a rights issue to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings is £500,000 in nominal value of the Company’s shares.

The resolution seeks Directors’ authority to allot shares or grant rights to subscribe for or to convert any security into shares in the Company or allot equity securities in accordance with section 551 of the Act. The authority granted by this resolution will expire on the earlier of the date 18 months from the date on which the resolution is passed and the conclusion of the Company’s next annual general meeting.

### **Resolution 8 — Disapplication of pre-emption rights — Special Resolution**

As is customary, the Directors seek authority to issue shares for cash free from the statutory pre-emption rights. The amount for which authority is sought is £500,000 in nominal value of the Company's shares.

The circumstances in which the Company would seek to issue shares for cash free from the statutory pre-emption rights (which are contained in section 561(1) of the Act) are mainly to raise funds by means of a placing. The authority granted by this resolution will expire on the earlier of the date 18 months from the date on which the resolution is passed and the conclusion of the Company's next annual general meeting. The board believes that it is in the best interests of the Company to have some reserves to enable the board to issue shares free from the pre-emption rights. The board seeks a disapplication over a percentage of the Company's issued share capital as it currently believes that significant opportunities may become available in the short-term for the Company to exercise a substantial part of such authority. The board assures shareholders that such authority will only be exercised if in the opinion of the board, after consulting with the Company's professional advisers, it decides that it will be in the best interests of the shareholders to do so.

### **Action to be taken**

Whether or not you intend to be present at the Annual General Meeting you are asked to complete and return the form of proxy enclosed as soon as possible and, in any event, so as to arrive with the Company not later than 3:00pm on 1<sup>st</sup> September 2018.

### **Recommendation**

The board unanimously recommends shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Each Director who is also a shareholder of the Company has confirmed to the Company that he intends to cast his votes in favour of the resolutions.

### **Electronic communication**

A copy of this document is available for download from the Company's website located at [www.iamcapital.com](http://www.iamcapital.com).

Yours faithfully,

**J D S Booth**

**Chairman  
iAM Capital Group plc**

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the 2018 Annual General Meeting of iAM Capital Group plc (the “**Company**”) (Registered in England and Wales with company number 03359615) will be held at 3:00pm on the 3<sup>rd</sup> of September 2018 at the Company’s offices at 4 Hill Street, London W1J 5NE (the “**Meeting**”) for the transaction of the following business:

## Ordinary Business

Shareholders will be asked to consider and, if thought fit, pass resolutions numbered 1 to 7 (inclusive) as ordinary resolutions of the Company:

1. To receive and adopt the Company’s annual accounts for the financial year ended 31st December 2017 together with the Directors’ report and the Auditors’ report thereon.
2. To reappoint Mr. Emanuel Arbib as a Director of the Company. Mr. Arbib retires by rotation and offers himself for re-election.
3. To reappoint Mr. Detlef Bierbaum as a Director of the Company. Mr. Bierbaum retires by rotation and offers himself for re-election.
4. To reappoint Mr. Mark Segall as a Director of the Company. Mr. Segall retires pursuant to Article 81 of the Articles of Association and offers himself for re-election.
5. To reappoint Sopher + Co LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
6. To authorise the Directors of the Company to agree the remuneration of the auditors.
7. THAT the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “**Act**”) to allot:

(a) equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £500,000 in connection with an offer by way of a rights issue to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and, in addition,

(b) shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company of up to an aggregate nominal amount of £500,000,

provided that such authority shall expire on the earlier of the date 18 months after the passing of this resolution or on the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

## Special Business

Shareholders will be asked to consider and, if thought fit, pass resolution number 8 as a special resolution of the Company:

8. THAT subject to and conditional on the passing of resolution 7, the Directors be and are hereby empowered to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by resolution 7 as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient in relation to the treasury shares or to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and

(b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £500,000.00,

provided that such authority shall expire on the earlier of the date 18 months after the passing of this resolution or on the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the board may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

BY ORDER OF THE BOARD

Registered Office:  
4 Hill Street  
London, W1J 5NE

Daniel E. Baron  
Company Secretary  
23 July 2018

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### Entitlement to attend and vote

#### Appointment of proxies

1. If you are a shareholder 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. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. Details of how to appoint the chairman 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 chairman) and give your instructions directly to them.

2. 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 you may photocopy the proxy form. Please mark (and initial) each proxy form clearly with the number of ordinary shares held by you in relation to which each proxy is appointed.

3. 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 you either select the 'Discretion' option or 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 he or she thinks fit in relation to any other matter which is put before the meeting.

4. 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 and any authority under which it is executed (or a duly certified copy of such authority) must be:

- completed and signed;
- sent or delivered by hand to the Company, 4 Hill Street, London W1J 5NE; and
- received by the Company no later than 3:00 p.m. on 1<sup>st</sup> September 2018.

In the case of a shareholder 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 shareholders

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).

#### Changing proxy instructions

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies 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

7. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to iAM Capital Group plc, 4 Hill Street, London W1J 5NE. 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. In either case, the revocation notice must be received by the Company no later than 3:00pm on 1<sup>st</sup> September 2018. 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.**

#### Corporate representatives

8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:

- if a corporate member has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the meeting, then, on a poll, those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter to appoint the chairman as a corporate representative as described in (i) above.