

COMPANY NUMBER: 3194991

PERSONAL GROUP HOLDINGS PLC
(the **Company**)

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Company will be held at John Ormond House, 899 Silbury Boulevard, Milton Keynes, MK9 3XL on 5 May 2016 at 1:00pm for the purpose of considering, and if thought fit, passing the following Resolutions:

AS ORDINARY RESOLUTIONS

- 1 THAT the audited consolidated financial statements of the Company for the year ended 31 December 2015, including the Directors' and Auditors' Reports, be received, approved, and adopted.
- 2 THAT Mr Michael Dugdale, having offered himself for retirement by rotation pursuant to Article 119 of the Company's Articles of Association, be re-elected as a director of the Company.
- 3 THAT Mr Mark Scanlon, having offered himself for retirement by rotation pursuant to Article 119 of the Company's Articles of Association, be re-elected as a director of the Company.
- 4 THAT KPMG LLP be re-appointed as auditors of the Company.
- 5 THAT the directors be authorised to fix remuneration of the Company's auditors.
- 6 THAT the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the **Act**) to allot equity securities (as defined in section 560(1) of the Act) provided that:
 - (a) where they are shares, the aggregate of the nominal amount of such securities, and, where such securities are not shares, the aggregate nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £505,990.80 representing 10,119,816 5p ordinary shares; and
 - (b) such authority shall commence on the date of the passing of this resolution and shall, unless it is (prior to its expiry) revoked, varied or renewed by the company in general meeting, expire on the date of the Annual General Meeting of the Company next following the passing of this resolution save that the Company shall be entitled before such expiry to make an offer or agreement which would or might require such securities to be allotted after such expiry and the directors shall be entitled to allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
- 7 THAT, subject to the Company's Articles of Association, the Company be and is generally and unconditionally authorised to make market purchases (as defined in section 693 of the Companies Act 2006) of its own ordinary shares provided that:
 - (a) the maximum number of shares to be acquired shall not exceed 4,553,917;
 - (b) the maximum price which may be paid for the shares shall not be more than 5% above the average of the middle market price of those shares for the 10 business days prior to the day the purchase is made;
 - (c) the minimum price which may be paid for the shares shall not be less than 5p per share; and
 - (d) such authority shall commence on the date of the passing of this resolution and shall, unless it is (prior to its expiry) revoked, varied or renewed by the Company in

general meeting, expire on the date of the Annual General Meeting next following the passing of this resolution save that the Company shall be entitled to make market purchases of its own shares after the expiry of such time limit so long as the contract of purchase was concluded before such expiry.

AS A SPECIAL RESOLUTION

- 8 THAT the directors be empowered pursuant to section 571 of the Companies Act 2006 (the **Act**) to allot (pursuant to any authority to allot relevant securities for the purposes of section 551 of the Act) equity securities (as defined in section 560(1) of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited:
- (a) to allotments in connection with an offer of equity securities to the ordinary shareholders of the Company where the securities respectively attributable to the interests of such holders are proportionate (as nearly as may be and subject to such exclusions or other arrangements as the directors may consider appropriate, necessary or expedient to deal with any fractional entitlements or with any legal or practical difficulties in respect of overseas holders or otherwise) to the respective numbers of ordinary shares then held by such shareholders; and
 - (b) to the allotments (otherwise than pursuant to sub-paragraph (a) above) of equity securities having an aggregate nominal amount not exceeding £75,898.60 representing 1,517,972 5p ordinary shares and shall expire at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution save that the Company shall be entitled before such expiry to make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By order the board

M I Dugdale

** March 2016

Registered Office: John Ormond House
899 Silbury Boulevard
Milton Keynes
MK9 3XL

Notes

- (a) Any member of the Company entitled to attend and vote at the Annual General Meeting convened by this Notice is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy may demand, or join in the demanding of, a poll.
- (b) The instrument appointing a proxy must be deposited at the Company's registered office not later than 48 hours before the time appointed for the meeting, excluding any part of a day that is not a working day, i.e. by not later than 1:00pm on 3 May 2016. Please return all completed proxy forms directly to the company's registered office, John Ormond House, 899 Silbury Boulevard, Milton Keynes, MK9 3XL. Please **do not** send completed proxy to our registrars Capita.
- (c) A form of proxy which may be used for this purpose is enclosed. Completion and return of a proxy will not preclude you from attending and voting at the Annual General Meeting, if you so wish.
- (d) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 6:00 pm on 3 May 2016 or, if the meeting is adjourned, members entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.