# Notice of Annual General Meeting

# PraxisIFM Group Limited

*(a company incorporated in Guernsey with registration number 30367)*

Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR
Tel: +44 (0) 1481 737600 Fax: +44 (0) 1481 749829

**NOTICE IS HEREBY GIVEN** that the 23rd Annual General Meeting of PraxisIFM Group Limited (the "**Company**") will be held at The Old Government House Hotel & Spa, St Ann's Place, St Peter Port, Guernsey GY1 2NU on 17 December 2020 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions, all of which will be proposed as ordinary resolutions.

The directors' report and audited consolidated financial statements for the year ended 30 April 2020 (the "**Financial Statements** ") are published on the Company's website on http://www.praxisifm.com/investor-relations/reports-and-downloads

**ORDINARY RESOLUTIONS**

1. To receive the Financial Statements for the year ended 30 April 2020.

2. THAT Mr Robert Fearis be re-elected as a director of the Company.

3. THAT Mr Martyn Crespel be re-elected as a director of the Company.

4. To authorise the Board to determine the remuneration of the directors for the year ended 30 April 2021 pursuant to Article 21.1 of the Company's Articles of Incorporation.

5. THAT, BDO Limited who have indicated their willingness to continue in office, be re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.

6. THAT the directors be authorised to determine the remuneration of the auditors for their next period of office.

BY ORDER OF THE BOARD

**Shona Darling**
*Company Secretary*

2 December 2020

Sarnia House
Le Truchot
St Peter Port
Guernsey

**NOTES:**

**Note from the Board:**
Members are requested to submit their votes in respect of all of the resolutions proposed in this Notice of AGM. It is the recommendation of the Board that members vote in favour of each resolution on the basis that the Board considers their passing to be in the best interests of the members as a whole.

Each of the directors, with the exception of Diane Seymour-Williams, is also a member of the Company, and each intends to vote in favour of all resolutions (other than the resolution in respect of his or her own re-election, if applicable) proposed in this Notice of AGM.

**Proxies**

1. A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the annual general meeting of the Company ("**AGM**"). A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be a shareholder of the Company.

2. Shareholders will find enclosed a form of proxy for use in connection with the AGM (and any adjournment). The form of proxy should be completed in accordance with the instructions. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority) must be deposited at the offices of the Company's registrars, Praxis Fund Services Limited (the "**Registrar**"), c/o Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR or at the email address: shona.darling@praxisifm.com by 10 a.m. on 15 December 2020. Where a form of proxy is given by email the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Registrars at the above address by the appointed time. A space has been included in the form of proxy to allow shareholders to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should photocopy the form of proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of ordinary shares in the Company in respect of which the proxy is appointed. All forms of proxy should be returned together in the same envelope.

   In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register of shareholders of the Company.

3. To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

**Corporate representatives**

4. A corporate shareholder may by resolution of its board or other governing body, authorise such person or persons as it thinks fit to act as its representative at the AGM. Where a person is authorised to represent a corporate shareholder, he may be required to produce a certified copy of the resolution from which he derives his authority.

**Right to attend and vote**

5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 10.00am on 15 December 2020 or, in the event of any adjournment 48 hours before the time of the adjourned meeting. Changes to entries on the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

6. **Financial Statements**

   The Financial Statements have been published on the Company's website: http://www.praxisifm.com/investor-relations/reports-and-downloads .

# Form of Proxy

# PraxisIFM Group Limited

*(a company incorporated in Guernsey with registration number 30367)*

Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR
Tel: +44 (0) 1481 737600 Fax: +44 (0) 1481 749829

**ANNUAL GENERAL MEETING**
on Thursday, 17 December 2020 at 10:00 a.m.

I/We *(full name)* ……

being a member of PraxisIFM Group Limited (the "**Company**"), do hereby appoint the Chairman of the Annual General Meeting ("**AGM**"), or

……

……

*(name and address of proxy in block capitals)*

as my/our proxy to attend, speak and on a poll, vote for me/us and on my/our behalf at the AGM of the Company to be held at The Old Government House Hotel & Spa, St Ann's Place, St Peter Port, Guernsey GY1 2NU on 17 December 2020 at 10:00 a.m. or any adjournment thereof.

The proxy is to vote in respect of:

all of my Ordinary Shares / the number of Ordinary Shares specified below (*delete as appropriate)

……Ordinary Shares

Please tick here if this proxy appointment is one of multiple appointments being made ☐

as follows:

| | FOR | AGAINST | VOTE WITHHELD |
|---|---|---|---|
| **ORDINARY BUSINESS:** | | | |
| **Ordinary Resolutions** | | | |
| 1. To receive the Directors' Report and Audited Consolidated Financial Statements for the year ended 30 April 2020. | | | |
| 2. THAT Mr Robert Fearis be re-elected as a director of the Company. | | | |
| 3. THAT Mr Martyn Crespel be re-elected as a director of the Company. | | | |
| 4. To authorise the Board to determine the remuneration of the directors for the year ended 30 April 2021 pursuant to Article 21.1 of the Company's Articles of Incorporation. | | | |
| 5. THAT, BDO Limited who have indicated their willingness to continue in office, be re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company. | | | |
| 6. THAT the Directors be authorised to determine the remuneration of the auditors for their next period of office. | | | |

***please complete either "*For*", "*Against*" or "*Vote withheld*" for each resolution by marking "*X*" in the relevant box. If no indication is given, your proxy will have discretion to vote for or against or to abstain (including on any other matter which may properly come before the AGM) as he/she thinks fit.**

**If by an individual:**

Signed by:……

Dated:……2020

**If for and on behalf of a corporation:**

Signed by:……

For and on behalf of: ……

Position: ……

Dated:……2020