

Notice of AGM for the year 2019

November 2019

Notice is hereby given that the 2019 Annual General Meeting of JLG Group PLC (the “Company”) will be held at the office of the Company at 1 Charterhouse Mews, London, EC1M 6BB at 11:00 hrs on Friday 29th November 2019 for the purpose of passing the following Resolutions, of which Resolutions numbered 1 to 7 will be proposed as ordinary resolutions and Resolutions number 8 and 9 will be proposed as special resolutions:

Ordinary business

- 1 To receive and consider the annual accounts of the Company and reports of the Directors and of the Auditor for the year ended 31 December 2018.
- 2 To re-elect John Davies as Director who retires by rotation pursuant to Article 21 of the Company’s Articles of Association and who, being eligible, offers himself for re-election.
- 3 To re-elect Susanne Chishti as Director who retires by rotation pursuant to Article 21 of the Company’s Articles of Association and who, being eligible, offers herself for re-election.
- 4 To re-elect Michael Smith as Director who having been appointed by the Directors retires and who, being eligible, offers himself for re-election.
- 5 To re-elect Peter Ibbetson as Director who having been appointed by the Directors retires and who, being eligible, offers himself for re-election.

- 6 To reappoint Jeffreys Henry LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the Company, at a remuneration to be determined by the Directors.

SPECIAL BUSINESS

- 7 THAT, pursuant to section 551 of the Companies Act 2006 (Act), the directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £15,000.00, provided that (unless previously revoked, varied or renewed) this authority shall expire on the date of the next annual general meeting of the Company save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for after this authority expires and the directors of the Company may allot shares pursuant to any such offer or agreement as if this authority had not expired.

This authority is in addition to all existing authorities under section 551 of the Act.

SPECIAL RESOLUTIONS

8. THAT, subject to the passing of resolution 7 and pursuant to sections 570 and 571 of the Act, section 561 of the Act does not apply to the allotment of equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 7 provided that this resolution shall expire on the date of the next annual general meeting of the Company, save that the Company may make an offer or agreement before this resolution expires which would or might require equity securities to be allotted for cash after this resolution expires and the directors of the Company may allot equity

securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in addition to all existing powers under section 571 of the Act.

- 9 THAT article 22 of the Articles of Association be changed by the addition of new sub clause as follows “g) a majority of the other directors of the company vote to terminate his or her appointment.”

Dated 28 October 2019

By Order of the Board,
Robert Boot
Secretary

For further information please contact:

Robert Boot

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