

The Just Loans Group PLC
**NOTICE OF ANNUAL
GENERAL MEETING**
For the calendar year 2018

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in The Just Loans Group Plc, please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Issued 29 June 2018

Notice convening the 2018 Annual General Meeting

Notice convening the 2018 Annual General Meeting of the Company to be held at the office of DWF LLP, 20 Fenchurch Street, London, EC3 3AG at 11:00 hrs on Tuesday 24th July 2018 is set out in this document and on page 61 of the Annual Report.

The accompanying form of proxy for use at the 2018 AGM should be completed, signed and must be returned in accordance with the instructions thereon as soon as possible but, in any event, so as to be received by the Company, at the registered office of the Company, 1 Charterhouse Mews, London, EC1M 6BB not later than 48 hours prior to the time of the meeting.

Directors

Sir Eric Peacock
Chairman (non-executive)

John Davies
Chief Executive

Robert Boot, FCA
Finance Director and
Company Secretary

Lord Timothy Razzall
Deputy Chairman
(non-executive)

John McLellan
CEO Just Cash Flow PLC

Susanne Chishti
Director (non-executive)

Dear Sir/Madam

Notice of Annual General Meeting (the “AGM”) for 2018

I am writing to you with details of the resolutions which will be proposed at the annual general meeting of shareholders for 2018 which has been convened to be held at the office of DWF LLP, 20 Fenchurch Street, London, EC3M 3AG at 11:00 hrs on Tuesday 24th July 2018. The formal notice of the AGM and resolutions to be proposed are set out on page 4 of this document.

Annual report and accounts (Resolution 1)

Accompanying this letter you will find a copy of the Company’s annual report and accounts for the financial year ended 31 December 2017 which includes the audited financial statements of the Company. For the purposes of the AGM, shareholders will be asked to receive the annual report and accounts of the Company for the year ended 31 December 2017, together with the reports of the Directors and the Auditors.

Retirement of Directors (Resolutions 2 and 3)

Under the Company’s Articles of Association, each year the directors who were not appointed or reappointed at one of the preceding two annual general meetings, must retire from office and may offer themselves for reappointment by the members. The two Directors who have been longest in office since their last election are Sir Eric Peacock and John McLellan and accordingly they are retiring by rotation this year and offer themselves for re-election.

Appointment of auditors (Resolution 4)

Resolution 4 proposes the reappointment of Jeffrey Henry LLP as Auditors of the Company to hold office from the conclusion of the 2018 AGM until the conclusion of the next annual general meeting at which accounts are laid, and authorises the Directors to determine their remuneration.

Authority of Directors to allot shares and disapplication of pre-emption rights (Resolutions 5 and 6)

Resolution 5 is an ordinary resolution which grants authority to the directors to allot the unissued shares in the capital of the Company pursuant to Section 551 of the Companies Act 2006. Upon the passing of Resolution 5 the Directors will have authority to allot shares up to a maximum of £15,000.00 which is approximately 26 per cent of the current issued share capital as at 18 June 2018 being the latest practicable date before the publication of this Notice. This authority will expire immediately following the Annual General Meeting in 2019 or, if earlier, 15 months following this Resolution being passed.

Notice of Annual General Meeting for the year 2018

If the Directors wish to exercise the authority under Resolution 5 and offer unissued shares for cash, the Companies Act 2006 requires that unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be appropriate to allot new shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings. Resolution 6 disapplies the strict statutory pre-emption provisions. This will permit shares to be issued for cash to persons other than existing shareholders up to an aggregate nominal value of £15,000.00 which is equivalent to approximately 26% of the issued share capital of the Company on 18 June 2018 being the latest practicable date prior to the printing of this Notice. If given, the authority will expire following the conclusion of the Annual General Meeting in 2018 or, if earlier, 15 months following this Resolution being passed.

Change of Name to Just Cash Flow Group PLC (Resolution 7)

It is considered appropriate to remove Just from the name of the parent to save confusion with other listed companies with the prefix of Just.

Recommendation

Your Directors consider the resolutions to be proposed at the AGM to be in the best interests of the Company and its shareholders as a whole. Consequently, the Directors recommend shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings. A form of proxy is enclosed which you are asked to complete and return as soon as possible and in any event not later than 48 hours prior to the time of the meeting. Completion of a proxy form or proxy forms will not prevent you from attending the annual general meeting in person if you so wish.

Yours sincerely,



Sir Eric Peacock
Non-executive Chairman

Notice is hereby given that the 2018 Annual General Meeting of The Just Loans Group Plc (the "Company") will be held at the office of DWF LLP, 20 Fenchurch Street, London, EC3 3AG at 11:00 hrs on Tuesday 24th July 2018 for the purpose of passing the following Resolutions, of which Resolutions numbered 1 to 5 will be proposed as ordinary resolutions and Resolution number 6 and 7 will be proposed as a 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 2017.
- 2 To re-elect Sir Eric Peacock 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 John McLellan 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.
- 4 To reappoint Jeffrey's 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.
- 5 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 BUSINESS

- 6 THAT, subject to the passing of resolution 1 and pursuant to section 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 1 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.

7. THAT the name of the Company be changed to JLG Group PLC

By Order of the Board,
Robert Boot Secretary
29th June 2018

Registered Office: 1 Charterhouse Mews London EC1M 6BB

NOTES:

- 1 A member who is entitled to attend and vote at the above Annual General Meeting may appoint one or more proxies to attend and (on a poll) vote on his/her behalf. A proxy need not be a member of the Company. A proxy form for use by members at this meeting accompanies this notice.
- 2 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, must be deposited at the Company's registered office at 1 Charterhouse Mews, London EC1M 6BB by no later than 11.00 a.m. on Sunday 22 July 2018 or 48 hours before the time of the holding of any adjournment of the Annual General Meeting.
- 3 Completion and return of the proxy form does not preclude a member from attending and voting at the meeting in person.
- 4 In accordance with the permission in Regulation 41 of The Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), only those holders of ordinary shares who are registered on the Company's share register at 9.00 a.m. on Monday 23 July 2018 shall be entitled to attend the above Annual General Meeting and to vote in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 9.00 a.m. on Monday 23 July 2018 shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.
- 5 A register of the interests of each Director in shares of the Company and copies of the Directors' contracts of service are available for inspection at the registered office of the Company during usual business hours on any week day (Saturday, Sunday and public holidays excepted) up to and including the date of the annual general meeting for 2018 and then at the place of the meeting fifteen minutes prior to and until the close of the meeting.
- 6 If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure and Transparency Rules, the Chairman will make the necessary notifications to the Company. As a result, any member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure and Transparency Rules, need not make a separate notification to the Company.

NOTE

ONLY SHAREHOLDERS ARE ENTITLED TO ATTEND THE MEETING AND VOTE ON THE RESOLUTIONS. DEBENTUREHOLDERS ARE WELCOME TO ATTEND THE MEETING AS OBSERVERS BUT ARE NOT ENTITLED TO SPEAK OR VOTE

IF YOUR SHARES ARE HELD IN A NOMINEE ACCOUNT SUCH AS RAVEN NOMINEES (PART OF THE BEAUFORT GROUP) YOU WILL BE WELCOME AT THE MEETING BUT YOU CANNOT VOTE UNLESS RAVEN NOMINEES APPOINT YOU AS PROXY. THIS IS BECAUSE YOUR SHARES ARE REGISTERED IN THE NAME OF YOUR NOMINEE. IF YOU COMPLETE A VOTING FORM YOUR VOTE WILL BE PASSED TO YOUR NOMINEE (RAVEN) WHO WILL VOTE ON YOUR BEHALF.

A SEPARATE PROXY FORM IS ENCLOSED WITH THIS ANNUAL REPORT

20 FENCHURCH STREET (AFFECTIONATELY KNOWN AS THE WALKIE-TALKIE BUILDING) IS A SECURITY CONSCIOUS BUILDING AND IT CAN TAKE 15-20 MINUTES TO REACH DWF'S OFFICES. IF YOU INTEND TO ATTEND THE AGM YOU WILL NEED TO BRING PHOTO ID WITH YOU AND LEAVE PLENTY OF TIME. IT IS NOT ESSENTIAL BUT WOULD HELP TO SPEED THE PROCESS IF YOU NOTIFY YOUR INTENTION TO INFO@THEJUST-GROUP.COM.



The BusinessPlus Prepaid MasterCard® Card
Highly Commended in the Business Product Innovation of the Year category at the Business Moneyfacts 2016 Awards.



The Client Choice Award
Best Commercial Property Lender in the Corporate LiveWire 2016 Finance Awards.



Best Cash Flow Lender
2017 Trade Finance Global Excellence Awards.



Best Commercial Property Lender -
Corporate LiveWire 2017 Finance Awards.



The Just Loans Group PLC has been certified by BSI to ISO 9001:2015 and 22301:2012 under certificate numbers FS 668057, BCMS 668054.



One of the seven founder members of the Association of Alternative Business Finance (AABF).



The first alternative commercial lender to become an Associate Member of UK Finance



We are a benefactor of 'Project Rome', the campaign from the Emerging Payments Association (EPA) lobbying for fairer access to payments infrastructure through FinTech providers.

The Just Loans Group PLC

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