

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 JLG 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.

JLG Group PLC

NOTICE OF ANNUAL GENERAL MEETING

For the calendar year 2020

Notice convening the 2020 Annual General Meeting of the Company to be held at the office of the Company at Suite 2, RDS House, 44 Croydon Road, Reigate RH2 0NH at 10:30 hrs on Tuesday 15th December 2020 is set out in this document and in the 2020 Annual Report.

The accompanying form of proxy for use at the 2020 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.

DUE TO THE RESTRICTIONS AS A RESULT OF THE COVID-19 PANDEMIC THE 2020 AGM WILL BE HELD AT THE COMPANY'S REIGATE OFFICE AND ATTENDANCE WILL BE LIMITED TO REGISTERED SHAREHOLDERS AND PROXY HOLDERS. FURTHER DETAILS ARE ON PAGE 5 OF THIS DOCUMENT. .

Issued 23 November 2020

Incorporated and registered in England and Wales under the Companies Act 2006 (as amended) with registered number 8062555 and hereinafter referred to as the "Company".

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Directors

John Davies	Executive Chairman
Peter Ibbetson	Non-executive Director
Susanne Chishti	Non-executive Director
John McLellan	Acting Chief Executive
Robert Boot, FCA	Finance Director
Michael Smith	Director of Banking

Registered office

1 Charterhouse Mews
London EC1M 6BB

Dear Sir/Madam

Notice of Annual General Meeting (the “AGM”) for 2020

I am writing to you with details of the resolutions which will be proposed at the Annual General Meeting of shareholders for 2020 which has been convened to be held at the office of the Company at Suite 2, RDS House, 44 Croydon Road, Reigate RH2 0NH at 10:30 hrs on Tuesday 15th December 2020. 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)

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 2019, together with the reports of the Directors and the Auditors. The Company’s annual report is also available as PDF on the Group Website.

Retirement of Directors (Resolutions 2)

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 Director who has been longest in office since their last election is Robert Boot, and accordingly offers himself for re-election.

Appointment of auditors (Resolution 3)

Resolution 3 proposes the reappointment of Jeffrey Henry LLP as Auditors of the Company to hold office from the conclusion of the 2020 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 4 and 5)

Resolution 4 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.

Notice of AGM

Upon the passing of Resolution 4 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 22 November 2020 being the latest practicable date before the publication of this Notice. This authority will expire immediately following the Annual General Meeting in 2021 or, if earlier, 15 months following this Resolution being passed.

If the Directors wish to exercise the authority under Resolution 4 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 5 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 22 November 2020 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 2021 or, if earlier, 15 months following this Resolution being passed.

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,



John Davies
Executive Chairman

Notice of Annual General Meeting for the year 2020

DUE TO THE RESTRICTIONS AS A RESULT OF THE COVID-19 PANDEMIC THE 2020 AGM WILL BE HELD AT THE COMPANY'S REIGATE OFFICE AND ATTENDENCE WILL BE LIMITED TO REGISTERED SHAREHOLDERS AND PROXY HOLDERS. SEE DETAILS REGARDING SHAREHOLDERS AT THE FOOT OF THIS NOTICE.

Notice is hereby given that the 2020 Annual General Meeting of JLG Group PLC (the "Company") will be held at the office of the Company at Suite 2, RDS House, 44 Croydon Road, Reigate RH2 0NH at 10:30 hrs on Tuesday 15th December 2020 for the purpose of passing the following Resolutions, of which Resolutions numbered 1 to 4 will be proposed as ordinary resolutions and Resolutions number 5 will be proposed as a special resolution:

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 2019.
- 2 To re-elect Robert Boot 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 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

- 4 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

5. THAT, subject to the passing of resolution 4 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 4 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.

By Order of the Board,
Robert Boot Secretary
23rd November 2020

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 10.30 a.m. on Sunday 13th December 2020 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 14th December 2020 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 14th December 2020 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 2020 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. DEBENTURE HOLDERS ARE NOT ENTITLED TO ATTEND, SPEAK OR VOTE.

IF YOUR SHARES ARE HELD IN A NOMINEE ACCOUNT SUCH AS THE SHARE CENTRE. YOU CANNOT VOTE UNLESS THE SHARE CENTRE 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 WHO WILL VOTE ON YOUR BEHALF.

IF YOU HAVE BEEN VALIDLY APPOINTED AS A PROXY AND WISH TO ATTEND THE AGM REMOTELY PLEASE CONTACT INFO@THEJUST-GROUP.COM TO REQUEST THE NECESSARY URL.

A SEPARATE PROXY FORM IS ENCLOSED.



JLG 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.

JLG

Group PLC

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