



MANX FINANCIAL
GROUP PLC

Notice of Manx Financial Group PLC Annual General Meeting

Notice is hereby given that the Annual General Meeting of Manx Financial Group PLC (“the Company”) will be held on 24th May 2018, at The Claremont Hotel, 18-22 Loch Promenade, Douglas, Isle of Man, IM1 2LX at 11.00 a.m. for the following purposes:

Ordinary Business

To consider, and if thought fit, to pass the following resolutions which will be proposed as Ordinary resolutions:

Resolution 1

To receive and adopt the Report of the Directors and the Financial Statements for the year ended 31 December 2017, together with the Report of the Independent Auditors on such statements.

Resolution 2

To re-appoint KPMG Audit LLC as Auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the Financial Statements are laid before the Company, at a remuneration to be determined by the Directors.

Resolution 3

To re-appoint Mr Denham Eke, a Director retiring by rotation in accordance with the Company’s Articles of Association.

Resolution 4

To re-appoint Mr John Banks, a Director retiring by rotation in accordance with the Company’s Articles of Association.

Resolution 5

To re-appoint Dr Gregory Bailey, a Director appointed since the Company’s last Annual General Meeting

Special Business

To consider and, if thought fit, to pass the following resolutions which will be proposed as Special resolutions:

Resolution 6

That shares may be purchased or otherwise acquired by the Company for any consideration, provided that such purchase does not contravene section 60 of the Isle of Man Companies Act 2006 or the solvency test as set out in section 49 of the Isle of Man Companies Act 2006, as per Article 13 of the Memorandum and Articles of Association of the Company.

Resolution 7

That the Manx Financial Group PLC Employee Share Option Scheme 2018 (“Option Scheme”) be approved and adopted; that the Directors be authorised to grant options to subscribe for shares in accordance with the Option Scheme rules; and to allot and issue shares pursuant to the exercise of any options granted under the Option Scheme.

By order of the Board

Lesley Crossley FCIS ACII

Company Secretary

27th April 2018

Registered Office:

Clarendon House

Victoria Street

Douglas

Isle of Man

IM1 2LN

Notes:

1. A member of the Company entitled to attend and vote at the above-mentioned meeting is entitled to appoint another person as his proxy to vote and attend in his stead. A proxy need not be a member of the Company.
2. To be effective, Forms of Proxy must be lodged at the Company’s Registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 11.00 a.m. on 22nd May 2018. Lodgement of a Form of Proxy will not prevent a member from attending and voting in person. A voting proxy is enclosed with the notice.
3. Members attending should have proof of identity or any person attending on behalf of a corporate entity should be in possession of a legal authority to operate as a proxy on behalf of that entity.

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Manx Financial Group PLC Company number 004908V

Incorporated in the Isle of Man

Registered Office Clarendon House, Victoria Street, Douglas, Isle of Man, IM1 2LN