



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 2 June 2017, at The Claremont Hotel, 18-22 Loch Promenade, Douglas, Isle of Man, IM1 2LX at 12.00 p.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 2016, 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 Jim Mellon, a Director retiring by rotation in accordance with the Company’s Articles of Association.

Resolution 4

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

Special Business

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

Resolution 5

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 6

That the articles of association of the Company be altered by deleting Article 145 and substituting the following new Article 145:

A copy of the Directors' and Auditors' reports accompanied by copies of the annual accounts (including every document required by law to be comprised in them or annexed or attached to them) shall not less than twenty one clear days before the meeting before which they shall be laid, be made available via the Company's website to every member and holder of debentures of the Company and to the Auditors and to every other person who is entitled to receive notice of general meetings. Any member shall be entitled to receive a copy, free of charge, on application at the Office or by phone or in writing.

Resolution 7

That the number of Authorised Ordinary Shares available for issue shall be increased from 150,000,000 to 200,200,000 in order to enable the Directors to fulfil the conditions of the Convertible Loan Notes and Warrants previously granted by the Company.

Resolution 8

That, conditional upon the passing of Resolution 7 and in anticipation that certain of the outstanding Convertible Loan Notes previously granted by the Company may be exercised during the 12 months following this resolution requiring the allotment and issuance of shares up to the maximum allowed within Article 5, the Directors be authorised to allot and issue up to 37,000,000 additional shares for the purpose of attracting further investment into the Company on a non pre-emptive basis. The power hereby conferred shall, unless renewed, varied or revoked by the Company in general meeting, expire on the date falling 12 months after the passing of this resolution.

By order of the Board

Lesley Crossley FCIS ACII

Company Secretary

9 May 2017

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 12.00 p.m. on 31st May 2017. 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.