

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This document gives notice of the FairFX Group plc 2017 Annual General Meeting and sets out resolutions to be voted on at the meeting. If you are in any doubt as to the action you should take, it is recommended that you seek your own advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all your ordinary shares in FairFX Group plc ('Ordinary Shares'), you should send this document together with the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. If you sell or have sold only part of your holding of Ordinary Shares, you should retain this document and the accompanying documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

FairFX Group plc

(Incorporated in England and Wales with registered number 08922461)

Notice of 2017 Annual General Meeting Tuesday 6 June 2017 at 12.15pm

Notice of the FairFX Group plc 2017 Annual General Meeting to be held at Third Floor, Thames House, Vintners' Place, 68 Upper Thames Street, London, EC4V 3BJ on Tuesday 6 June 2017 at 12.15pm is set out on pages 5 to 6 of this document.

A Form of Proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed, signed and returned so as to be received by FairFX Group plc's Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but, in any event, so as to arrive no later than 12.15pm 2nd June 2017. Completion and return of a Form of Proxy will not prevent members from attending and voting in person should they wish to do so.



Letter from the Chairman of FairFX Group plc
(Incorporated in England and Wales with registered number 08922461)
(the “Company”)

Directors:

John Pearson
Ian Strafford-Taylor
Robert Head
Ajay Chowdhury

Non-Executive Chairman
Chief Executive Director
Non-Executive Director
Non-Executive Director

Registered Office:

Third Floor
Thames House
Vintners' Place
68 Upper Thames Street
London
EC4V 3BJ

10th May 2017

Dear Shareholder,

Annual General Meeting

This letter sets out details of the Company's Annual General Meeting (“AGM”) which is to be held at Third Floor, Thames House, Vintners' Place, 68 Upper Thames Street, London, EC4V 3BJ at 12.15 p.m. on 6 June 2017. The formal notice of AGM is given on pages 5 to 6 of this document and summary details of the Resolutions to be proposed at the AGM are set out below.

You will also find enclosed with this document the audited Annual Report and Consolidated Financial Statements for the year ended 31 December 2016, which provides consolidated financial information for the Company together with the Chairman's and other reports describing recent progress made by the Company (“Annual Report”).

Resolutions to be proposed at the AGM

The resolutions to be proposed at the AGM are as follows:

Resolution 1 (Ordinary Resolution) – Adoption of the Annual Report and Consolidated Financial Statements for the period ended 31 December 2016

UK company law requires the Directors to present their Annual Report for each year for formal adoption by shareholders. The Annual Report of the Company for the period ended 31 December 2016 has been sent to Shareholders along with this document.

Resolution 2 (Ordinary Resolution) – The re-appointment of KPMG LLP as auditor to the Company and authority for the Directors to set the auditors' remuneration

The Company is required to appoint auditors at each AGM at which the accounts are laid before the Company, to hold office until the conclusion of the next such meeting. KPMG LLP was appointed by the Board as external auditors of the Company. The Audit Committee of the Company has reviewed the independence, effectiveness and objectivity of KPMG LLP, on behalf of the Board, who now propose their re-appointment as auditors of the Company. This resolution also authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors.



Resolution 3 (Ordinary Resolution) – Election and re-election of Directors

The Articles of Association of the Company require that every Director shall retire at the next annual general meeting following his appointment and shall then be eligible for reappointment. Accordingly Robert Head is retiring and standing for re-election at the AGM.

As all the other Directors were reappointed at the last but one AGM there is no requirement under the Articles of Association of the Company for them to retire and seek re-election.

Resolution 4 (Ordinary Resolution) – Authority to allot shares

Resolution 4a gives the Directors authority to allot Ordinary Shares up to an aggregate nominal amount of £346,134 representing an amount equal to one third of the Company's issued share capital (excluding treasury shares) as at 8 May 2017, the last practicable date before publication of this Notice. The Directors may exercise this authority to issue shares as consideration in any future business acquisitions carried out by the Company or any of its subsidiaries, from time to time. However the authority will only be exercised if the Directors consider that it is in the best interests of the Company at that time.

Resolution 4b gives the Directors the authority to issue an additional aggregate nominal amount of up to £346,134 representing an amount equal to one third of the Company's issued share capital (excluding treasury shares) as at 8 May 2017, the last practicable date before publication of this Notice. This additional authority is to be applied to rights issues only and is in accordance with the recommendations of the Rights Issue Review Group and the Association of British Insurers (the 'ABI'). Should the Directors exercise such further authority, they intend to comply with the ABI recommendations and stand for re-election at the next AGM of the Company if they wish to remain in office.

The authorities granted under this resolution replace those put in place at the Annual General Meeting of the Company held on 21 June 2016 and will expire at the conclusion of the next AGM or, if earlier, 30 June 2018.

Resolution 5 (Special Resolution) – Dis-application of pre-emption rights

If the Directors wish to allot unissued shares or other equity securities for cash, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing shareholding. This resolution asks Shareholders to grant the Directors authority to allot equity securities or sell treasury shares for cash up to an aggregate nominal value of £103,840 (being 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 8 May 2017, the last practicable date before publication of this Notice, without first offering the securities to existing shareholders. The resolution also dis-applies the statutory pre-emption provisions in connection with a rights issue and allows the Directors, in the case of a rights issue, to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The disapplication replaces those put in place at the Annual General Meeting of the Company held on 21 June 2016 and will expire at the conclusion of the next Annual General Meeting or, if earlier, 30 June 2018.

The authority provides the Company with the flexibility to allot shares or other securities for cash without first offering the securities to existing Shareholders; however the authority will only be exercised if the Directors consider it to be in the best interests of the Company at the time.

Action to be taken

Shareholders will find enclosed a Form of Proxy for use in connection with the AGM. Whether or not Shareholders intend to be present at the AGM, they are requested to complete and return the Form of Proxy as soon as possible and, in any event, so as to be received by Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF



not later than 12.15 p.m. on 2nd June 2017 The Form of Proxy can be posted free of charge from inside the United Kingdom.

Completion of a Form of Proxy does not prevent you from attending the AGM and voting in person.

Board recommendation

The Board considers that the Resolutions are in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolutions 1 to 5 to be proposed at the AGM.

Yours faithfully
John Pearson
Chairman



FairFX Group plc

(incorporated and registered in England and Wales with number 08922461)
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Company will be held at Third Floor, Thames House, Vintners’ Place, 68 Upper Thames Street, London, EC4V 3BJ at 12.15 p.m. on 6 June 2017 for the purpose of considering and, if thought fit, passing the following resolutions, in the case of Resolutions 1 to 4 as Ordinary Resolutions and Resolution 5 as a Special Resolution.

ORDINARY RESOLUTION

- 1 **THAT** the Company’s Annual Report and Consolidated Financial Statements for the year ended 31 December 2016 be received and adopted.

ORDINARY RESOLUTION

- 2 **THAT** KPMG LLP are re-appointed as auditor of the Company pursuant to section 489 of the Companies Act 2006 (the “Act”) to hold office until the end of the next general meeting at which accounts are laid before the members of the Company and that the Directors are hereby authorised to set the auditors’ remuneration.

ORDINARY RESOLUTION

- 3 **THAT** Robert Head be re-elected as a Director of the Company

ORDINARY RESOLUTION

- 4 **THAT** in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Act, to exercise all the powers of the Company to allot relevant securities (as defined below):

- (a) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £346,134;
- (b) (otherwise than pursuant to paragraph (a) of this resolution) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £346,134 in connection with an offer by way of a rights issue:
 - (i) to holders of shares in proportion (as nearly as may be practicable) to their existing holdings;
 - (ii) to holders of other equity securities if this is required by the rights of those securities or, as the Directors otherwise consider,

and provided that:

- (a) the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the next Annual General Meeting of the Company or, if earlier, 30 June 2018; save that
- (b) the Company may before such expiry make an offer or agreement which would or might require relevant securities (as so defined) to be allotted after such expiry and the Directors may allot relevant securities (as so defined) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.



For the purposes of this resolution, “relevant securities” means:

- (a) shares in the Company other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined by section 1166 of the Act);
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a relevant security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a relevant security; and
- (b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of relevant securities in the resolution include the grant of such rights.

SPECIAL RESOLUTION

5 THAT, subject to the passing of Resolution 4 above and in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby empowered to allot or make offers or agreements to allot for equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by Resolution 5 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment or sale of equity securities up to an aggregate nominal amount of £103,840 in connection with an issue of shares to holders of relevant shares or relevant employee shares, or in connection with any other form of issue of such securities in which such holders are offered the right to participate, in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors consider necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any stock exchange or regulatory authority; and
- (b) the allotment or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £103,840, and

the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the next Annual General Meeting of the Company or, if earlier, 30 June 2018, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

By Order of the Board
Tony Quirke
Company Secretary
10th May 2017

Third Floor
Thames House
Vintners' Place
68 Upper Thames Street
London
EC4V 3BJ



Notes

1. *Only holders of Ordinary Shares are entitled to attend and vote at this AGM. A shareholder entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote instead of him/her. A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice and instructions for its completion are shown on the form. Forms of proxy and any power of attorney or other authority, if any, under which it is signed or a duly certified copy of such power or authority should reach the office of the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham Kent, BR3 4ZF, by 12.15 p.m. on 2nd June 2017. Completing a form of proxy does not prevent a shareholder from attending and voting in person. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.*

A shareholder must inform the Company's registrars in writing of any termination of the authority of a proxy.

A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statements of the rights of shareholders in relation to the appointment of proxies in this notice do not apply to a Nominated Person. The rights of shareholders in relation to the appointment of proxies can only be exercised by registered shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

2. *Under section 319A of the Companies Act 2006, a shareholder attending the meeting has the right to ask questions in relation to the business of the meeting. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.*
3. *As at 8 May 2017 (being the last practicable date prior to any publication of this notice) the Company's issued share capital consists of 103,840,175 Ordinary Shares carrying one vote each, of which none are held in treasury. The total voting rights in the Company as at 8 May 2017 are, therefore, 103,840,175.*
4. *The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at the place of the AGM from 12.00 p.m. on the day of the AGM until the conclusion of the AGM:*
 - (i) *copies of the service contracts of the Executive Directors under which they are employed by the Company and the letters of appointment (and other related documents) of the Non-Executive Directors;*



- (ii) *the published audited consolidated accounts of the Company for the financial year ended 31 December 2016;*
 - (iii) *the Articles of Association of the Company.*
- 5. *The Company specifies that only those shareholders registered in the register of members of the Company as at close of business on 2nd June 2017 shall be entitled to attend and/or vote at the aforesaid AGM (and any adjournment thereof) in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after close of business 2nd June 2017 shall be disregarded in determining the rights of any person to attend or vote at the AGM (and any adjournment thereof).*
- 6. *Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf of all its powers as a shareholder provided that they do not do so in relation to the same shares.*
- 7. *A copy of this notice can be found on the company's website (www.fairfxplc.com).*
- 8. *You may not use any electronic address provided either in this notice or in any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.*



FOR USE BY THE HOLDERS OF ORDINARY SHARES

FairFX Group plc

(incorporated and registered in England and Wales with number 08922461)
(the "Company")

FORM OF PROXY

For use at the Annual General Meeting convened for 12.15 p.m. on 6 June 2017 at Third Floor, Thames House, Vintners' Place, 68 Upper Thames Street, London, EC4V 3BJ.

I/We (Block Capitals).....

Of

being a member/members of the Company hereby appoint (see Note 1)

whom failing the Chairman of the meeting to be my/our proxy and to attend and vote for me/us on my/our behalf at the above mentioned Annual General Meeting of the Company and at any adjournment thereof. My/our proxy is to vote as indicated below with an 'X' in respect of the resolutions set out in the Notice of the meeting (see Note 2):

Table with 5 columns: Resolution, Description, FOR, AGAINST, ABSTAIN. Rows include resolutions for adopting financial statements, re-appointing auditors, re-electing a director, allotting shares, and a special resolution on pre-emption rights.

For an indication of numbers attending only, please advise whether you currently expect to attend the AGM Yes / No

Signed or sealed (see Note 3) Dated..... 2017

Please return this Proxy Form to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF so as to arrive by no later than 12.15 p.m. 2nd June 2017



Notes

1. If a member wishes to appoint as a proxy a person other than the Chairman of the meeting, the name and address of the other person should be inserted in block capitals in the space provided. A proxy need not be a member of the Company but must attend the meeting in person. Any alteration or deletion must be signed or initialled.
2. A member should put an 'X' under **FOR**, **AGAINST** or **ABSTAIN** to show how they wish their votes to be cast in respect of each of the resolutions set out in the Notice of meeting. Unless so instructed the proxy will vote or abstain as they think fit. The proxy will act at their discretion in relation to any other business arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
3. This Form of Proxy must be signed by the appointer or his attorney duly authorised in writing. If the appointer is a corporation this Form of Proxy should be signed on its behalf by an attorney or duly authorised officer or executed as a deed. In the case of joint holders the signature of any one of them will suffice, but the names of all joint holders should be stated.
4. Use of this Form of Proxy does not preclude a member from attending the meeting and voting in person.
5. To be valid this Form of Proxy must be completed and lodged together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, with the Secretary of the Company or the Chairman of the meeting at the place of meeting, not less than 48 hours (excluding non-working days) before the meeting or any adjournment thereof.
6. At the Annual General Meeting of the Company the votes will be taken on a show of hands unless a poll is demanded and the results will be released to the London Stock Exchange and published on the Company's website www.fairfx.com.
7. A person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between themselves and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
8. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.
10. Copies of any contract of service, letters of appointment and deeds of indemnity between the Directors and the Company or any of its subsidiaries (or a memorandum of the terms thereof) will be available at the Registered Office of the Company during normal business hours until the conclusion of the Meeting, and at the place of the Meeting from at least 15 minutes prior to the Meeting until its conclusion. In addition, a copy of the Articles of Association of the Company will be available for inspection at the Registered Office during normal business hours until the conclusion of the Meeting and at the AGM for at least 15 minutes prior to the Meeting until its conclusion.
11. The Company specifies that only those shareholders on the Register of Members as at close of business on 4th June 2017 (or, if the Meeting is adjourned, close of business on the day two working days prior to the day of the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the Meeting in respect of the number of shares registered in their names at the time. Changes to entries on the ordinary register after close of business 4th June 2017 shall be disregarded in determining the right of any person to attend or vote at the Meeting.
12. All shareholders and their proxies will have the opportunity to ask questions at the Meeting. Questions may not be answered at the Meeting if they are deemed not to be in the interests of the Company, would involve the disclosure of confidential information, or would not be to the good order of the Meeting. The Chairman may also nominate a Company representative to answer a specific question after the Meeting or refer the response to the Company's website.
13. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006 can be found at www.fairfxplc.com.
14. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice of Meeting, Form of Proxy or Chairman's letter should not be used for the purpose of serving information on the Company (including the service of documents or information relating to the proceedings at the Company's Annual General Meeting).

