

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**This document gives notice of the FairFX Group plc 2019 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.

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### FairFX Group plc

(Incorporated in England and Wales with registered number 08922461)

### NOTICE OF 2019 ANNUAL GENERAL MEETING MONDAY 17 JUNE 2019 AT 12.30PM

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Notice of the FairFX Group plc 2019 Annual General Meeting to be held at the offices of Browne Jacobson LLP, 6 Bevis Marks, London EC3A 7BA on Monday 17 June 2019 at 12.30pm is set out on pages 4 to 5 of this document.

Shareholders can appoint a proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the "Proxy Voting" link, lodging a proxy appointment by using the CREST Proxy Voting Service or requesting a hard copy proxy form by contacting the Company's Registrars, Link Asset services, on 0871 664 0391 from the UK (Calls cost 12p per minute plus network extras) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

# LETTER FROM THE CHAIRMAN OF FAIRFX GROUP PLC

(Incorporated in England and Wales with registered number 08922461)

(the "Company")

## Directors

John Pearson	Non-Executive Chairman
Ian Strafford-Taylor	Chief Executive Director
Robert Head	Non-Executive Director
Ajay Chowdhury	Non-Executive Director

## Registered Office

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

23rd May 2019

Dear Shareholder,

### Annual General Meeting

This letter sets out details of the Company's Annual General Meeting ("AGM") which is to be held at the offices of Browne Jacobson LLP, 6 Bevis Marks, London EC3A 7BA at 12.30 p.m. on 17 June 2019. 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 2018, 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").

The Articles of Association of the Company require that every Director who held office at the time of the two preceding annual general meetings and who did not retire at either of them shall retire at the next annual general meeting and shall then be eligible for reappointment. As all the Directors have been reappointed over the last two annual general meetings there is no requirement under the Articles of Association of the Company for any of them to retire and seek re-election.

### 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 2018

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 2018 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) – Authority to allot shares

**Resolution 3a** gives the Directors authority to allot Ordinary Shares up to an aggregate nominal amount of £546,726 representing an amount equal to one third of the Company's issued share capital (excluding treasury shares) as at 21 May 2019, 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 3b** gives the Directors the authority to issue an additional aggregate nominal amount of up to £546,726 representing an amount equal to one third of the Company's issued share capital (excluding treasury shares) as at 21 May 2019, 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 Investment Association Share Capital Guidelines.

The authorities granted under this resolution replace those put in place at the Annual General Meeting of the Company held on 5 June 2018 and will expire at the conclusion of the next AGM or, if earlier, 30 June 2020.

#### **Resolution 4 (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 £164,018 (being 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 21 May 2019, 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 dis-application replaces those put in place at the Annual General Meeting of the Company held on 5 June 2018 and will expire at the conclusion of the next Annual General Meeting or, if earlier, 30 June 2020.

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.

#### **Resolution 5 (Special Resolution) – Amendment to Articles**

The Company and its Group are considering a rebranding exercise. The intention of any rebranding exercise would be to reflect the increase in activities that the Group now carries on. As part of any rebranding exercise the Company may change its name.

If the Company does intend to change its name then the Directors would like to have the flexibility to change the name of the Company without having to call a General Meeting of the Company. Resolution 5 proposes an amendment to the Articles of Association of the Company to allow the Board of the Company to amend the name of the Company as permitted under section 77 of the Companies Act 2006.

#### **Action to be taken**

FairFX Group plc is not sending out a Form of Proxy this year with this Notice of Annual General Meeting. Shareholders are being encouraged to vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions given.

Shareholders can appoint a proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the "Proxy Voting" link, lodging a proxy appointment by using the CREST Proxy Voting Service or requesting a hard copy proxy form by contacting our Registrars, Link Asset Services, on 0871 664 0391 from the UK (Calls cost 12p per minute plus network extras) or +44 371 664 0300 from outside the UK (calls chargeable at the applicable international rate) and returning it to the address shown on the form.

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 the Company and its Shareholders as a whole and are most likely to promote the success of the Company. 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

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Browne Jacobson LLP, 6 Bevis Marks, London EC3A 7BA at 12.30 p.m. on 17 June 2019 for the purpose of considering and, if thought fit, passing the following resolutions, in the case of Resolutions 1 to 3 as Ordinary Resolutions and Resolutions 4 and 5 as Special Resolutions.

### ORDINARY RESOLUTION

**1 THAT** the Company's Annual Report and Consolidated Financial Statements for the year ended 31 December 2018 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** 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 £546,726;
- (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 £546,726 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 2020; 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 RESOLUTIONS**

**4 THAT**, subject to the passing of Resolution 3 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 3 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 £164,018 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 £164,018, 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 2020, 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.

## **SPECIAL RESOLUTION**

**5 THAT** the Articles of Association of the Company be amended by the addition of the following Article as Article 135:

“135. The Company may change its name by resolution of the board.”

By Order of the Board

**Tony Quirke**

Company Secretary  
23 May 2019

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

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on 13 June 2019. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 12.30 pm (UK time) on 17 June 2019 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - You may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0391. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by 12.30pm on 13 June 2019.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 9 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 12.30pm on 13 June 2019. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Any corporation that is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 21 May 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 164,017,683 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 21 May 2019 are 164,017,683.
14. Any shareholder attending the Meeting has the right to ask questions. 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.

