

# Notice of Annual General Meeting

## PraxisIFM Group Limited

*(a company incorporated in Guernsey with registration number 30367)*

Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR  
Tel: +44 (0) 1481 737600 Fax: +44 (0) 1481 749829

**NOTICE IS HEREBY GIVEN** that the 24th Annual General Meeting of PraxisIFM Group Limited (the "**Company**") will be held at The Old Government House Hotel & Spa, St Ann's Place, St Peter Port, Guernsey GY1 2NU on 15 December 2021 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions, all of which will be proposed as ordinary resolutions.

The directors' report and audited consolidated financial statements for the year ended 30 April 2021 (the "**Financial Statements** ") are published on the Company's website on <http://www.praxisifm.com/investor-relations/reports-and-downloads>

### **ORDINARY RESOLUTIONS**

1. To receive the Financial Statements for the year ended 30 April 2021.
2. THAT Ms Stephanie Coxon be re-elected as a director of the Company.
3. THAT Mr Peter Gillson be re-elected as a director of the Company.
4. THAT Mr Iain Torrens be re-elected as a director of the Company.
5. To authorise the Board to determine the remuneration of the directors for the year ended 31 December 2022 pursuant to Article 21.1 of the Company's Articles of Incorporation.
6. THAT, BDO Limited who have indicated their willingness to continue in office, be re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.
7. THAT the directors be authorised to determine the remuneration of the auditors for their next period of office.

BY ORDER OF THE BOARD

**Shona Darling**  
*Company Secretary*

24 November 2021

Sarnia House  
Le Truchot  
St Peter Port  
Guernsey

## NOTES:

### Note from the Board:

Shareholders are requested to submit their votes in respect of all of the resolutions proposed in this Notice of AGM. It is the recommendation of the Board that shareholders vote in favour of each resolution on the basis that the Board considers their passing to be in the best interests of the shareholders as a whole.

Each of the directors is also a shareholder of the Company, and each intends to vote in favour of all resolutions (other than the resolution in respect of his or her own re-election, if applicable) proposed in this Notice of AGM.

### COVID-19 RESTRICTIONS:

The States of Guernsey, as part of their response to the Covid-19 pandemic, have significantly reduced isolation requirements for people arriving in Guernsey who are fully vaccinated in the Common Travel Area, the European Free Trade Association (comprising Iceland, Liechtenstein, Norway and Switzerland), the EU or British Overseas Territories. Up to date information can be found at [covid19.gov.gg](https://www.covid19.gov.gg). However, shareholders should carefully consider whether or not it is appropriate to attend the Annual General Meeting if the guidance remains the same or becomes more restrictive. Shareholders who do wish to attend are encouraged to carry out a lateral flow test prior to arriving at the venue. The situation in respect of Covid-19 may change rapidly, and shareholders should note that further changes may need to be put in place at short notice in relation to the Annual General Meeting.

If a shareholder appoints someone other than the chairman of the meeting as their proxy, that proxy may not be able to attend the Annual General Meeting physically and/or cast that shareholder's vote. Similarly, if a shareholder appoints a corporate representative, that corporate representative may not be able to attend the Annual General Meeting physically and/or cast that shareholder's vote. As such, the Board encourages all shareholders to appoint the chairman of the meeting as their proxy as early as possible in order to vote on the matters being considered at the Annual General Meeting.

As it may be difficult for certain shareholders to attend the Annual General Meeting physically for the reasons set out above, each resolution will be taken on a poll, which the Board feels is the fairest approach in the circumstances. Therefore, all valid proxy votes exercised by the chairman of the meeting, whether submitted electronically or in hard copy form, will be included in the votes to be taken at the Annual General Meeting.

Updates on any changes to the proceedings of the Annual General Meeting will be emailed to all shareholders.

As shareholders may not be able to attend the Annual General Meeting, they are asked to submit any questions on the business to be dealt with at the Annual General Meeting to the Company Secretary at [shona.darling@praxisifm.com](mailto:shona.darling@praxisifm.com) in advance of the Annual General Meeting. The Company Secretary will then endeavour to respond to relevant shareholder queries.

Shareholders who are not able to attend the Annual General Meeting in Guernsey can join via Zoom. If you intend to join by Zoom please email the Company Secretary at [shona.darling@praxisifm.com](mailto:shona.darling@praxisifm.com) and the details will be provided.

## Proxies

1. A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the annual general meeting of the Company ("**AGM**"). A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be a shareholder of the Company.
2. Shareholders will find enclosed a form of proxy for use in connection with the AGM (and any adjournment). The form of proxy should be completed in accordance with the instructions. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority) must be deposited at the offices of the Company at Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR or at the email address: [shona.darling@praxisifm.com](mailto:shona.darling@praxisifm.com) by 10 a.m. on 13 December 2021. Where a form of proxy is given by email the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority must be deposited at the offices of the Company at the above address by the appointed time. A space has been included in the form of proxy to allow shareholders to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should photocopy the form of proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of ordinary shares in the Company in respect of which the proxy is appointed. All forms of proxy should be returned together in the same envelope.

In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register of shareholders of the Company.

3. To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

## Corporate representatives

4. A corporate shareholder may by resolution of its board or other governing body, authorise such person or persons as it thinks fit to act as its representative at the AGM. Where a person is authorised to represent a corporate shareholder, he may be required to produce a certified copy of the resolution from which he derives his authority.

## Right to attend and vote

5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of shareholders of the Company at 10.00am on 13 December 2021 or, in the event of any adjournment 48 hours before the time of the adjourned meeting. Changes to entries on the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

## 6. Financial Statements

The Financial Statements have been published on the Company's website: <http://www.praxisifm.com/investor-relations/reports-and-downloads> .

# Form of Proxy

## PraxisIFM Group Limited

(a company incorporated in Guernsey with registration number 30367)

Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR  
Tel: +44 (0) 1481 737600 Fax: +44 (0) 1481 749829

**ANNUAL GENERAL MEETING**  
on Wednesday 15 December 2021 at 10:00 a.m.

I/We (full name) .....

being a shareholder of PraxisIFM Group Limited (the "**Company**"), do hereby appoint the Chairman of the Annual General Meeting ("**AGM**"), or

.....

(name and address of proxy in block capitals)

as my/our proxy to attend, speak and on a poll, vote for me/us and on my/our behalf at the AGM of the Company to be held at The Old Government House Hotel & Spa, St Ann's Place, St Peter Port, Guernsey GY1 2NU on 15 December 2021 at 10:00 a.m. or any adjournment thereof.

The proxy is to vote in respect of:

all of my Ordinary Shares / the number of Ordinary Shares specified below (\*delete as appropriate)

..... Ordinary Shares

as follows:

	FOR	AGAINST	VOTE WITHHELD
<b>ORDINARY BUSINESS:</b>			
<b>Ordinary Resolutions</b>			
1. To receive the Directors' Report and Audited Consolidated Financial Statements for the year ended 30 April 2021.			
2. THAT Ms Stephanie Coxon be re-elected as a director of the Company.			
3. THAT Mr Peter Gillson be re-elected as a director of the Company.			
4. THAT Mr Iain Torrens be re-elected as a director of the Company.			
5. To authorise the Board to determine the remuneration of the directors for the year ended 31 December 2022 pursuant to Article 21.1 of the Company's Articles of Incorporation.			
6. THAT, BDO Limited who have indicated their willingness to continue in office, be re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.			

7. THAT the Directors be authorised to determine the remuneration of the auditors for their next period of office.			
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**\*please complete either "For", "Against" or "Vote withheld" for each resolution by marking "X" in the relevant box. If no indication is given, your proxy will have discretion to vote for or against or to abstain (including on any other matter which may properly come before the AGM) as he/she thinks fit.**

**If by an individual:**

**If for and on behalf of a corporation:**

Signed by:.....

Signed by:.....

For and on behalf

Dated:.....2021

of: .....

Position: .....

Dated:.....2021