

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your independent financial adviser, stockbroker, bank manager, solicitor, accountant or from another appropriately qualified and duly authorised independent adviser. In this document the definitions in Part III (Definitions) are used unless the context requires otherwise.

The shares of PraxisIFM Group Ltd (the “Company” and the “Shares” respectively) are admitted to trading and are listed on The International Stock Exchange.

If you have sold or otherwise transferred all of your Shares please send this document and the accompanying documents at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

PraxisIFM Group Ltd

(A company incorporated in Guernsey with company registration number 30367)

Extraordinary General Meeting

This document sets out proposals for Shareholder approval at the Extraordinary General Meeting. Notice of the Extraordinary General Meeting to be held at 10:00 a.m. (Guernsey time) on 18 August 2021 at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR is set out at the end of this document.

Shareholders who wish to attend or to exercise the voting rights attached to their Shares at the Extraordinary General Meeting should complete the Form of Proxy accompanying this Circular (which is also available from the Company’s website, www.praxisifm.com). 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’s registrars, Praxis Fund Services Limited Registrar, c/o Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR or at the email address: shona.darling@praxisifm.com by 10:00 a.m. (Guernsey time) on 16 August 2021. Only those persons registered as the holder of Shares as at 10:00 a.m. (Guernsey time) on 18 August 2021 or, if the Extraordinary General Meeting is adjourned, as at 48 hours before the time of such adjourned meeting, shall be entitled to attend the Extraordinary General Meeting and/or exercise the voting rights attaching to such Shares at the Extraordinary General Meeting.

Your attention is drawn to the letter from the Chief Executive Officer of the Company which is set out in Part I of this Circular and which recommends that you vote in favour of the Proposed Resolution. Your attention is also drawn to the section entitled “Action to be Taken” in Part I of this Circular.

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IMPORTANT INFORMATION

This Circular is being furnished to existing Shareholders in connection with an Extraordinary General Meeting of the Company. This Circular is individually directed to existing Shareholders and does not constitute an offer to any person or to the public generally to subscribe for or otherwise acquire any securities of the Company.

You must not treat the contents of this Circular or any subsequent related communications from the Company or any of its affiliates, officers, directors, employees or agents as advice relating to legal, tax, accounting, regulatory, investment or any other matters. Shareholders must rely upon their own representatives, including their own legal, tax, accounting, regulatory and investment advisers, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Proposals and the Proposed Resolution.

All investments are subject to risk. Past performance is no guarantee of future returns. The value of investments may fluctuate. Results achieved in the past are no guarantee of future results.

STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This Circular includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will”, “should”, “could”, “assumes”, “plans”, “seeks”, “approximately”, “aims”, “projects”, or similar expressions or, in each case their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this Circular and include statements regarding the intentions, beliefs or current expectations of the Company and its subsidiaries (together with the Company, the “**Group**”). By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance.

You should assume, unless otherwise stated, that the information appearing in this Circular is current only as of 28 July 2021, being the latest practicable date prior to publication of this document. The business, financial condition, results of operations and prospects of the Company or the Group may change. Except as required by law or applicable regulation, the Company and the Group do not undertake any obligation to update any forward-looking statements, even though the situation of the Company or the Group may change in the future.

All of the information presented in this Circular, and particularly the forward-looking statements, is qualified by these cautionary statements.

You should read this Circular and the documents available for inspection completely and with the understanding that actual future results of the Company or the Group may be materially different from what the Company or the Group expects.

EXPECTED TIMETABLE OF EVENTS

Date of circulation and publication of this Circular	07:00 a.m. (Guernsey time) on 28 July 2021
Latest time for Shareholders to return their completed Forms of Proxy to the Company (indicating such Shareholders' intentions to attend and/or vote at the Extraordinary General Meeting)	10:00 a.m. (Guernsey time) on 16 August 2021
Extraordinary General Meeting	10:00 a.m. (Guernsey time) on 18 August 2021

The above dates and times are subject to change.

PART I

LETTER FROM THE CHIEF EXECUTIVE OFFICER PRAXISIFM GROUP LTD

(A company incorporated in Guernsey with company registration number 30367)

Registered office:

Sarnia House
Le Truchot
St Peter Port
Guernsey GY1 1GR
Channel Islands

28 July 2021

EXTRAORDINARY GENERAL MEETING

Dear Shareholder,

The board of directors of PraxisIFM Group Limited (the “**Company**”) has resolved to hold an Extraordinary General Meeting of the Company at 10:00 a.m. (Guernsey time) on 18 August 2021 at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR (“**Extraordinary General Meeting**”). At the Extraordinary General Meeting the Company will seek approval from its Shareholders on the proposed sale by the Company to Sanne Holdings Limited (the “**Purchaser**”) of its Fund Services division to be implemented through a sale of the entire issued share capital in (i) Praxis Fund Holdings Limited (“**PFHL**”) and (ii) PraxisIFM Luxembourg S.A. (“**PL**”) (the “**Disposal**”). Regulatory approval in each jurisdiction will also be sought.

The Disposal is summarised below, along with a description of what you need to do to exercise your votes, and our recommendation as to how you should vote. In addition each Shareholder is strongly encouraged to read and examine the contents of the Shareholder Explanatory Memorandum (a copy of which will be circulated by the Company Secretary to each Shareholder via email).

The Disposal

The sale of our Fund Services division enables us to undertake some structural changes to the remaining Group, creating a more efficient, systems enhanced operation. This initiative will not only aid client retention in the face of increasing global competition but will also make us increasingly attractive to new clients through an improved technology platform. As a result, once the structural changes are complete, we are confident our greater efficiency and capability will drive the desired increases in EBITDA margins.

Given the present strong demand for quality fund administration businesses and the evolving growth strategy for the Group, focussed on private wealth and corporate services, this transaction presents a number of benefits and opportunities.

The total consideration payable by the Purchaser shall be £54.0 million (the “**Total Consideration**”) to be paid in cash on completion in accordance with the terms of the sale and purchase agreements (“**SPAs**”). The majority of the Total Consideration is to be paid to the Company for the entire issued share capital in PFHL, and the relevant amounts of the Total Consideration is to be paid to the Company and the minority shareholders in PL, in relation to their respective shares in PL and in accordance with the terms of the SPAs.

The net profits attributed to the Fund Services division in the 12 months to 30 April 2021 was £1,855,024. Gross assets of the Fund Services division have been recorded in the management accounts of the Group at 30 April 2021 as £7,115,206, with the net assets valued at £5,813,610.

The offer will leave approximately 80% of the Company's business intact while receiving 33% of the market capital for 20% of the Group.

The intended use of the related proceeds includes an opportunity to return funds to existing Shareholders, facilitating improved cashflow through reduction of our bank borrowings as well as the potential to reduce the number of shares in issue by undertaking a share buyback.

Proposed Resolution

A notice is set out in this Circular convening the Extraordinary General Meeting to consider and, if thought fit, pass the Proposed Resolution.

The quorum required for the Extraordinary General Meeting is two Shareholders holding five per cent. of the total voting rights of the Company present in person or by proxy. If within thirty minutes from the time appointed for the Extraordinary General Meeting a quorum is not present or if during the meeting a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Directors shall determine and if at such adjourned meeting a quorum is not present within thirty minutes from the time appointed for the holding of the meeting, those Shareholders present in person or by proxy shall constitute a quorum.

Action to be Taken

After carefully reading and considering the information contained in this Circular, please vote either by attending the Extraordinary General Meeting on 18 August 2021, or by proxy.

(i) Shareholders

A Form of Proxy accompanies this Circular for use at the Extraordinary General Meeting. Whether or not Shareholders intend to attend the Extraordinary General Meeting, Shareholders are urged to complete and return the Form of Proxy as soon as possible and in any event by 10:00 a.m. (Guernsey time) on 16 August 2021 (the "**Relevant Time**"). The Form of Proxy is also available from the Company's website, www.praxisifm.com.

The lodging of a Form of Proxy by a Registered Shareholder will not prevent such holder from attending the Extraordinary General Meeting and voting in person if such holder so wishes.

Shareholders shall only be entitled to attend or exercise the voting rights attaching to their Shares at the Extraordinary General Meeting if they are the registered holder of such Shares at the Relevant Time or, if the Extraordinary General Meeting is adjourned, as at 48 hours before the time of such adjourned meeting.

(ii) Teleconference participation

Shareholders who are not able to attend the Extraordinary 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 and the details will be provided.

Recommendation

The Board considers that the Proposals are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends all Shareholders to vote in favour of the Proposed Resolution at the Extraordinary General Meeting.

Yours sincerely,

Robert Fearis
Chief Executive Officer

PART II
ADDITIONAL INFORMATION

1. GENERAL

- 1.1 No person has been authorised to give any information or to make any representation in relation to the Proposals other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorised. The publication and distribution of this Circular shall not under any circumstances imply that the information contained in this Circular is correct at any time after 28 July 2021, or that there has not been any change in the affairs of the Company or its affiliates since such date.
- 1.2 The issued share capital of the Company currently consists of 112,607,690 ordinary shares, all of which are entitled to participate and vote at the Extraordinary General Meeting. Each Share grants one vote.

2. PUBLICATION ON WEBSITE

Copies of the documents listed below will be available on the Company's website at www.praxisifm.com from the date of this Circular until the date of the Extraordinary General Meeting and copies will also be available for inspection at the Extraordinary General Meeting. The documents available for inspection are copies of:

- (a) this Circular; and
- (b) the Shareholder Explanatory Memorandum.

**PART III
DEFINITIONS**

The following definitions apply throughout this Circular, the Notice of Extraordinary General Meeting and the Form of Proxy unless the context requires otherwise:

Board, Board of Directors or Directors	the directors of the Company as at the date of this Circular
Business Day	a day, other than a Saturday, Sunday or public holiday in Jersey or Guernsey on which the banks are open in Jersey and Guernsey for general commercial business
Circular	this document
Company	PraxisIFM Group Ltd
Extraordinary General Meeting	the Extraordinary General Meeting of the Company convened for 10:00 a.m. (Guernsey time) on 18 August 2021
Form of Proxy	the form of proxy for use by Shareholders in relation to the Extraordinary General Meeting approved by the Board in accordance with Article 36.1 of the Company's Articles
Group	the Company and its subsidiaries from time to time
Memorandum and Articles	the memorandum and articles of incorporation of the Company as at the date of this Circular
Notice of Extraordinary General Meeting	the notice set out in this Circular
Proposals	the proposals set out in Part I of this Circular
Proposed Resolution	the resolution set out in the Notice of Extraordinary General Meeting
Registrar	Praxis Fund Services Limited
Relevant Time	10:00 a.m. (Guernsey time) on 16 August 2021
Shares	ordinary shares £0.01 in the capital of the Company
Shareholders	registered holders of Shares at the Relevant Time.
Shareholder Explanatory Memorandum	the memorandum prepared by the Company dated 28 July 2021 which sets out further details of the Disposal

PRAXISIFM GROUP LTD

(the “Company”)

(A company incorporated in Guernsey with company registration number 30367)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at at 10:00 a.m. (Guernsey time) on 18 August 2021 at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

THAT the proposed disposal of the Company’s entire shareholding in (i) Praxis Fund Holdings Limited, and (ii) PraxisIFM Luxembourg S.A., as described in further detail in the circular dated 28 July 2021 circulated to the shareholders of the Company (the “**Circular**”) together with this notice of meeting be approved for all purposes, including without limitation for the purpose of Rules 3.1.1 and 3.5.1 of the listing rules of The International Stock Exchange published by The International Stock Exchange Authority Limited.

By order of the Board

Registered Office

Sarnia House
Le Truchot
St Peter Port
Guernsey
Channel Islands

Secretary

Dated 28 July 2021

Notes:

The defined terms in the Circular shall have the same meaning in this Notice of Extraordinary General Meeting.

Shareholders are requested to submit their votes in respect of the Resolution proposed in this Notice of Extraordinary General Meeting. It is the recommendation of the Board of Directors of the Company that Shareholders vote in favour of the Resolution.

Each of the Directors is also a Shareholder, and each intends to vote in favour of the Resolution proposed in this Notice of Extraordinary General Meeting.

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 Extraordinary General Meeting. A Shareholder may appoint more than one proxy in relation to the Extraordinary General Meeting 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.
2. Shareholders will find enclosed the Form of Proxy for use in connection with the Extraordinary General Meeting (and any adjournment thereof). 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 Registrar, c/o Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR or at the email address: shona.darling@praxisifm.com by 10am on 16 August 2021 (“**Appointed Time**”). 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 provided to the offices of the Registrar 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 submit additional copies of the Form of Proxy indicating on each copy the name of the proxy you wish to appoint and the number of Shares in respect of which the proxy is appointed.
3. In the case of joint holders of Shares, any one holder may vote. If more than one holder of Shares is present at the Extraordinary General Meeting, only the vote of the Shareholder first appearing in the register of members of the Company shall be counted.
4. 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 an alternate proxy for any one or more shareholder(s), provided that such substitute proxy shall vote on the same basis as the Chairman.

Corporate representatives

5. A corporate Shareholder may authorise such person or persons to act as its representative at the Extraordinary General Meeting. Where a person is authorised to represent a corporate shareholder, that person may be required to produce a certified copy of the documentation verifying that authority.

Right to attend and vote

6. To be entitled to attend and vote at the Extraordinary General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the register of members of the Company at the Appointed Time or, in the event of any adjournment 48 hours before the time of the adjourned meeting. Changes to entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Extraordinary General Meeting.

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

EXTRAORDINARY GENERAL MEETING

at 10:00 a.m. on 18 August 2021.

I/We *(full name)*

being a member of PraxisIFM Group Limited (the "**Company**"), do hereby appoint the Chairman of the Extraordinary General Meeting ("**EGM**"), 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 EGM of the Company to be held at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR at 10:00 a.m. on 18 August 2021 or any adjournment thereof. If the Chairman is appointed as my/our proxy the Chairman shall be entitled to appoint one or more other persons as my/our proxy as his delegate if required for the purpose of ensuring that a quorum is present at the EGM, such person being required to vote as directed below.

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

Please tick here if this proxy appointment is one of multiple appointments being made

as follows:

	FOR	AGAINST	VOTE WITHHELD
ORDINARY BUSINESS:			
Ordinary Resolution			
<p>THAT the proposed disposal of the Company's entire shareholding in (i) Praxis Fund Holdings Limited, and (ii) PraxisIFM Luxembourg S.A., as described in further detail in the circular dated 28 July 2021 circulated to the shareholders of the Company (the "Circular") together with this notice of meeting be approved for all purposes, including without limitation for the purpose of Rules 3.1.1 and 3.5.1 of the listing rules of The International Stock Exchange published by The International Stock Exchange Authority Limited.</p>			

***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 EGM) as he/she thinks fit.**

If by an individual:

Signed by:.....

Dated:.....2021

If for and on behalf of an incorporated person

Signed by:.....

For and on behalf

of:
.....

Position:
.....

Dated:.....2021