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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom or by whom the sale or transfer was made, for delivery to the purchaser or transferee. However, the distribution of this document, together with any accompanying documents, into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession this document comes should inform themselves about and observe those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, or otherwise dispose of, any security. This document does not constitute a prospectus equivalent document. Any decision to acquire any New Shares in connection with the Share Issuance Programme must be made only on the basis of the information contained in, and incorporated by reference into, any prospectus published by the Company in connection therewith.

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## **AUGMENTUM FINTECH PLC**

*(Incorporated in England and Wales with company number 11118262 and registered as an investment company under section 833 of the Companies Act 2006)*

### **Proposals to grant authority to allot New Shares on a non-pre-emptive basis and Notice of General Meeting**

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This document should be read in its entirety. Nevertheless, your attention is drawn to the letter from your Chairman which contains a recommendation from the Board that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a general meeting of the Company to be held at the registered office of the Company at 25 Southampton Buildings, London WC2A 1AL on 1 July 2019 at 9.00 a.m. is set out at the end of this document. The proposals set out in this document are conditional on Shareholder approval.

Whether or not you propose to attend the General Meeting, if you would like to vote on the Resolutions you may vote:

- by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
- by requesting a hard copy form of proxy directly from the Company's Registrar, Link Asset Services; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service.

In order for a proxy appointment to be valid, you must ensure that you have recorded proxy details using one of the methods set out above by 9.00 a.m. on 27 June 2019.

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## **EXPECTED TIMETABLE**

Latest time and date for receipt of proxy appointments  
for use at the General Meeting 9.00 a.m. on 27 June 2019

General Meeting 9.00 a.m. on 1 July 2019

The above times and/or dates may be subject to change and, in the event of such change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

All references to times in this document are to London times.

# PART 1 – LETTER FROM THE CHAIRMAN

## AUGMENTUM FINTECH PLC

*(Incorporated in England and Wales with company number 11118262 and registered as an investment company under section 833 of the Companies Act 2006)*

*Directors:*

Neil England (*Non-executive Chairman*)  
Karen Brade (*Non-executive Director*)  
David Haysey (*Non-executive Director*)

*Registered Office:*

25 Southampton Buildings  
London WC2A 1AL  
United Kingdom

5 June 2019

*To Shareholders*

Dear Sir or Madam

### 1 Introduction

As announced on 5 March 2019, the Company has substantially fully committed the net proceeds raised at IPO and has identified a considerable pipeline of further investments in line with its investment objective and investment policy. Accordingly, following consultation with the Portfolio Manager, the Board has concluded that now is an appropriate time to seek Shareholder authority to allot up to 150 million new Ordinary Shares and/or C Shares (the “**New Shares**”) in the period to 31 December 2020, in order to provide the Company with sufficient flexibility to take advantage of the identified pipeline and current fintech opportunity in the UK and Europe. The New Shares may be issued pursuant to a share issuance programme (“**Share Issuance Programme**”) or otherwise. Further details of the proposed Share Issuance Programme are set out in paragraph 2 below.

The Board currently has authority to allot such number of Ordinary Shares as is equal to 20 per cent. of the aggregate nominal value of the issued Ordinary Share capital of the Company, being 18,800,000 million Ordinary Shares. However, this authority will expire at the conclusion of the Company’s upcoming first annual general meeting to be held later this year (the “**2019 AGM**”). Consequently, in order to provide the Company with greater flexibility to invest in the identified pipeline, the Company has announced today that a General Meeting is being convened, to take place prior to the 2019 AGM, at which Shareholders will be asked to authorise the Board to issue and allot up to 150 million New Shares (representing approximately 160 per cent. of the issued Ordinary Share capital of the Company as at the date of this document) and to disapply pre-emption rights in respect of the New Shares to be issued (the “**Proposals**”). Assuming the Resolutions to be proposed at the General Meeting are passed, such authorities will be granted in substitution for the existing share issuance authorities.

The General Meeting will be held at the registered office of the Company at 25 Southampton Buildings, London WC2A 1AL on 1 July 2019 at 9.00 a.m. The formal notice convening the General Meeting is set out on pages 11 to 13 of this document.

The purpose of this document is to provide Shareholders with details of the Proposals and to set out the reasons why the Directors are recommending that Shareholders vote in favour of the Resolutions at the General Meeting.

### 2 Background to, and reasons for, the Proposals

The Company was launched as a closed-ended investment company on 13 March 2018 with the investment objective of generating capital growth over the long term through investment in a focused portfolio of fast growing and/or high potential private financial services technology (“**fintech**”) businesses based predominantly in the UK and wider Europe. The Company carries on business as an investment trust within the meaning of Chapter 4 of Part 24 of the Corporation Tax Act 2010. The Ordinary Shares of the Company are admitted to the premium segment of the Official List of the FCA and are traded on the London Stock Exchange’s main market.

At IPO the Company launched with a market capitalisation of £94 million and an initial portfolio of assets acquired at a valuation of approximately £33.3 million. Having deployed £32.4 million since then and with £15 million earmarked for follow-on investments into the Company's existing portfolio, the Company has substantially fully committed the net cash proceeds raised at IPO.

The Portfolio Manager has identified a pipeline of potential opportunities for the Company to invest in high growth disruptive players across the sub-sectors where it focuses. Through the Portfolio Manager's existing industry relationships, the Company expects to be able to benefit from access to an identified pipeline of assets currently in excess of £450 million across all target sectors and geographies, and intends to continue to grow the Company's portfolio.

Accordingly, following consultation with the Portfolio Manager, the Board has concluded that now is an appropriate time to seek to increase the Company's ability to raise additional equity capital in order to provide the Company with sufficient flexibility to take advantage of the identified pipeline and current fintech opportunity in the UK and wider Europe.

The Proposals involve:

- (i) the grant to the Directors of the authority to allot up to 150 million New Shares, including pursuant to the Share Issuance Programme, in the period to 31 December 2020; and
- (ii) the disapportionment of the pre-emption rights contained in the Articles in respect of such number of New Shares.

The Proposals are required in order to effect the Share Issuance Programme and are conditional on the passing of the Resolutions to be proposed at the General Meeting.

### **Share Issuance Programme**

The Company will be required to publish a prospectus before it can issue shares pursuant to the Share Issuance Programme. The Share Issuance Programme will be flexible and have a number of closing dates. The issue of New Shares under the Share Issuance Programme is at the discretion of the Directors.

It is anticipated that the Share Issuance Programme may comprise an initial issue of New Shares (likely pursuant to a placing, offer for subscription and intermediaries offer) followed by a further issue or issues by way of private placings and potentially further offers for subscription and/or intermediaries offers. The final structure of the Share Issuance Programme (in terms of the class of shares to be offered and the means by which they will be offered), size and frequency of each issue of New Shares pursuant to the Share Issuance Programme and the price at which the New Shares will be issued, will be determined at the sole discretion of the Board, in consultation with Fidante Capital, Peel Hunt and the Portfolio Manager.

The issue of New Shares pursuant to the Share Issuance Programme is conditional upon *inter alia*, the passing of the Resolutions to be proposed at the General Meeting, notice of which is set out at the back of this document. The ability to issue New Shares pursuant to the Share Issuance Programme will expire on the earlier of (i) the date being 12 months after the publication of the prospectus by the Company, and (ii) the date on which all of the New Shares available for issue pursuant to the Share Issuance Programme have been issued. The Share Issuance Programme will not be underwritten. Upon expiry of the Share Issuance Programme, it may be renewed by the publication of a further prospectus, or New Shares may continue to be allotted as otherwise permitted by law, subject to Shareholder authority to do so being in place at the relevant time. The Shareholder authority to allot New Shares that is being sought at the General Meeting would expire on 31 December 2020.

It is intended that the New Shares to be issued pursuant to the Share Issuance Programme or otherwise under this authority will be issued on a non-pre-emptive basis, allowing them to be issued to new investors without having to first offer them pro rata to existing Shareholders. However, existing Shareholders are expected to be given the opportunity to acquire New Shares, to the extent that issues of New Shares under the Share Issuance Programme include offers for subscription and/or intermediaries offers, and subject to applicable securities laws.

#### *Issue price*

All new Ordinary Shares issued pursuant to the Share Issuance Programme will be issued at a minimum issue price equal to the prevailing Net Asset Value per Ordinary Share at the time of the relevant allotment together with a premium intended to contribute to or to cover the costs and expenses of the issue of new Ordinary Shares (including, without limitation, any placing commissions).

The issue price of any C Shares issued pursuant to the Share Issuance Programme will be £1.00 per C Share. C Shares will convert into Ordinary Shares on the occurrence of specified events or at specified times and conversion will take place on a net asset value for net asset value basis. The costs and expenses of any issue of C Shares and any other costs and expenses which the Directors believe are attributable to the C Shares will be paid out of the pool of assets attributable to the C Shares and, accordingly, an issue of C Shares will not dilute the prevailing net asset value of the then existing Ordinary Shares held by Shareholders.

The New Shares will be issued in registered form and may be held in certificated or uncertificated form. The new Ordinary Shares (and any Ordinary Shares arising on conversion of C Shares) will rank equally with existing Ordinary Shares, including as to any right to receive dividends (save for any dividends or other distributions declared, made or paid on the Ordinary Shares by reference to a record date prior to the allotment of, or conversion into, the relevant new Ordinary Shares). No fractions of New Shares will be issued.

The maximum number of New Shares available pursuant to the Share Issuance Programme should not be taken as an indication of the number of New Shares that will be issued, which will depend on a wide range of factors including the Company's investment performance, the price at which the Ordinary Shares trade relative to their prevailing net asset value and general market conditions and investor sentiment. However, assuming only new Ordinary Shares are issued pursuant to the Share Issuance Programme and the Share Issuance Programme is fully subscribed, the issued share capital following the closing of the Share Issuance Programme would have increased by approximately 160 per cent. To the extent that issues of New Shares under the Share Issuance Programme include offers for subscription and/or intermediaries offers, and subject to applicable securities laws, it is expected that Shareholders will be given the opportunity to acquire New Shares pursuant to the Share Issuance Programme. If an existing Shareholder were not to acquire any new Ordinary Shares in the Share Issuance Programme, and the full number of New Shares available thereunder are issued, such a Shareholder's proportionate voting interest in the Company would be diluted by approximately 61.5 per cent.

#### *Use of proceeds*

The Directors intend to direct the Portfolio Manager to use the net proceeds of the Share Issuance Programme to acquire investments in accordance with the Company's investment objective and policy, in particular including those investments that form part of the identified pipeline.

#### *Admission and dealings*

Applications will be made to the FCA and the London Stock Exchange for all the New Shares to be issued pursuant to the Share Issuance Programme to be admitted to the premium listing segment of the Official List and to trading on the premium segment of the London Stock Exchange's main market.

### **3 Treasury shares**

No Ordinary Shares were held in treasury at the date of this document.

### **4 CREST**

The New Shares will be issued in registered form. CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding of Shares under the CREST system. Settlement of transactions in the New Shares may take place within the CREST system if any Shareholder so wishes. CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so. Shareholders applying for New Shares may elect to receive such shares in uncertificated form if such investor is a system-member (as defined in the CREST Regulations) in relation to CREST.

## 5 Benefits of the Share Issuance Programme

The Directors believe that the Share Issuance Programme will have the following benefits for Shareholders and the Company:

- raise additional funds in a timely manner to enable the Company to take advantage of opportunities to make further investments in accordance with its investment policy;
- increase the market capitalisation of the Company, helping to make the Company attractive to a wider investor base;
- a greater number of Ordinary Shares in issue should improve liquidity in the secondary market for the Ordinary Shares and make the Ordinary Shares more attractive to a wider range of investors;
- grow the Company, thereby spreading the Company's fixed running costs across a larger equity capital base which should over time reduce the level of ongoing expenses per Ordinary Share;
- give the Company the ability to issue New Shares tactically, so as to manage better the premium to Net Asset Value at which the Shares may trade.

## 6 Costs and net proceeds of the Proposals

The aggregate net proceeds of the Share Issuance Programme will depend on the level of subscriptions received, the issue price of any New Shares and the aggregate costs and expenses of the Share Issuance Programme.

As explained at paragraph 2 above under the heading 'Issue price', all new Ordinary Shares issued pursuant to the Share Issuance Programme will be issued at a minimum issue price equal to the prevailing Net Asset Value per Ordinary Share at the time of the relevant allotment together with a premium intended to contribute to or to cover the costs and expenses of the issue of new Ordinary Shares. To the extent that this premium does not cover the costs and expenses of a given issue of new Ordinary Shares, the Company may seek to recover such costs by the premium at which new Ordinary Shares are issued under any subsequent issues under the Share Issuance Programme, but otherwise would be borne by the Company. The costs and expenses of any issue of C Shares under the Share Issuance Programme will be paid out of the gross proceeds of such issue and will be borne by holders of C Shares only.

## 7 Considerations associated with the Proposals

Shareholders should have regard to the following when considering the Proposals:

- No issue of New Shares pursuant to the Share Issuance Programme will be made on a pre-emptive basis and so existing Shareholders may participate in the Share Issuance Programme on the same terms as any other third party investor. Shareholders who do not acquire New Shares in the Share Issuance Programme for an amount at least pro rata to their existing holding will have their percentage holding diluted. Assuming only new Ordinary Shares are issued pursuant to the Share Issuance Programme, if the maximum of 150 million new Ordinary Shares are issued pursuant to the Share Issuance Programme, there would be a dilution of approximately 61.5 per cent. in Shareholders' ownership and voting interests in the Company. However, to the extent that issues of New Shares under the Share Issuance Programme include offers for subscription and/or intermediaries offers, and subject to applicable securities laws, it is expected that Shareholders will be given the opportunity to acquire New Shares pursuant to the Share Issuance Programme.
- The new Ordinary Shares issued pursuant to the Proposals (and the new Ordinary Shares into which any C Shares issued pursuant to the Share Issuance Programme will convert) will rank *pari passu* with the Ordinary Shares then in issue. However, such new Ordinary Shares will have no right to receive dividends or other distributions made, paid or declared, if any, by reference to a record date prior to the allotment of those new Ordinary Shares.
- Shareholders should be aware that the past performance of the Company or of the Portfolio Manager or its principals is not necessarily indicative of likely future performance.

## **8 General Meeting**

The General Meeting has been convened for 9.00 a.m. on 1 July 2019.

Resolution 1, which will be proposed as an ordinary resolution, will, if passed, give the Directors the authority to allot up to 150 million New Shares (representing approximately 160 per cent. of the Company's issued share capital as at the date of this document) in the period to 31 December 2020, including pursuant to the Share Issuance Programme. Resolution 2, which will be proposed as a special resolution and which is conditional on the passing of Resolution 1, will, if passed, grant the Directors authority to allot such New Shares on a non-pre-emptive basis. The authorities sought through the Resolutions to be proposed at the General Meeting will, if granted, be granted in substitution for any existing authorities.

An ordinary resolution requires a simple majority of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed. A special resolution requires a majority of at least 75 per cent. of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

In accordance with the Articles, all Shareholders present in person or by proxy shall upon a show of hands have one vote and upon a poll shall have one vote in respect of each Ordinary Share held. In order to ensure that a quorum is present at the General Meeting, it is necessary for two Shareholders entitled to vote to be present, whether in person or by proxy (or, if a corporation, by a representative).

The formal notice convening the General Meeting is set out at the end of this document.

## **9 Action to be taken in respect of the General Meeting**

Whether or not you are able to attend the General Meeting, please complete and submit your proxy vote online via the share portal at [signalshares.com](http://signalshares.com). You will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code which can be found on your share certificate.

Voting by proxy prior to the General Meeting does not affect your right to attend the General Meeting and vote in person should you so wish. Proxy votes must be received no later than 9.00 a.m. on 27 June 2019.

If you are unable to locate any of the documents on the Company's website, need help with voting online or require a paper proxy form sent to you, please contact our Registrar, Link Asset Services, by email at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk), or by calling +44 (0)371 664 0321.

Shareholders who request a paper form of proxy are asked to complete and return the form, in accordance with the instructions printed thereon, to the Company's Registrar, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham BR3 4ZF.

Shareholders who are CREST members may utilise the CREST electronic proxy appointment service.

In order for a proxy appointment to be valid, you must ensure that you have recorded proxy details using one of the methods set out above by 9.00 a.m. on 27 June 2019.

## **10 Recommendation to Shareholders**

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 that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting. The Directors intend to vote in favour of the Resolutions in respect of their holdings of Ordinary Shares, amounting to 109,647 Ordinary Shares in aggregate (representing approximately 0.12 per cent. of the issued share capital of the Company as at the date of this document).

Yours faithfully  
**Neil England**  
(Chairman)



## PART 2 – DEFINITIONS

In this document the words and expressions listed below have the meanings set out opposite them, except where the context otherwise requires:

<b>2019 AGM</b>	the Company's first annual general meeting to be held in 2019
<b>Articles</b>	the articles of association of the Company in force at the date of this document
<b>C Shares</b>	C Shares of £0.10 each in the capital of the Company having the rights and restrictions set out in the Articles
<b>certificated or in certificated form</b>	not in certificated form
<b>Companies Act</b>	the Companies Act 2006, as amended from time to time
<b>Company</b>	Augmentum Fintech plc
<b>CREST</b>	the relevant system as defined in the CREST Regulations in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
<b>Directors or Board</b>	the board of directors of the Company
<b>Disclosure Guidance and Transparency Rules</b>	the disclosure guidance and transparency rules contained in the FCA's Handbook of Rules and Guidance
<b>Euroclear</b>	Euroclear UK & Ireland Limited
<b>FCA</b>	the UK Financial Conduct Authority
<b>Fidante Capital</b>	Fidante Partners Europe Limited
<b>FSMA</b>	the UK Financial Services and Markets Act 2000, as amended
<b>General Meeting</b>	the general meeting of the Company to be held at the registered office of the Company at 25 Southampton Buildings, London WC2A 1AL on 1 July 2019 at 9.00 a.m. for the purpose of approving the Resolutions
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Net Asset Value or NAV</b>	the value of the assets of the Company less its liabilities, determined in accordance with the accounting principles adopted by the Company from time to time
<b>Net Asset Value per Ordinary Share or NAV per Ordinary Share</b>	the Net Asset Value attributable to the Ordinary Shares divided by the number of Ordinary Shares in issue (excluding treasury shares)
<b>New Shares</b>	means the new Ordinary Shares and/or the new C Shares, as the context may require, to be issued pursuant to the Share Issuance Programme or otherwise
<b>Official List</b>	the official list maintained by the FCA

<b>Ordinary Shares</b>	ordinary shares of £0.01 each in the capital of the Company
<b>Peel Hunt</b>	Peel Hunt LLP
<b>Portfolio Manager</b>	Augmentum Fintech Management Limited
<b>Proposals</b>	the proposals to seek Shareholder authority to issue and allot up to 150 million Ordinary Shares and/or C Shares pursuant to the Share Issuance Programme and to disapply pre-emption rights in respect of the New Shares to be issued pursuant to the Share Issuance Programme as more fully described in Part 1 of this document
<b>Register of Members</b>	the register of members of the Company
<b>Regulatory Information Service</b>	a service authorised by the FCA to release regulatory announcements to the London Stock Exchange
<b>Resolutions</b>	the resolutions to be proposed at the General Meeting in connection with the Proposals
<b>Shareholder</b>	a holder of Shares
<b>Shares</b>	Ordinary Shares and/or C Shares, as the context may require
<b>Share Issuance Programme</b>	the proposed share issuance programme of Ordinary Shares and/or C Shares as more fully described in the Letter from the Chairman at Part 1 of this document
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland
<b>uncertificated or in uncertificated form</b>	a Share recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST

**NOTICE OF GENERAL MEETING**

**AUGMENTUM FINTECH PLC**

*(Incorporated in England and Wales with company number 11118262 and registered as an investment company under section 833 of the Companies Act 2006)*

Notice is hereby given that a General Meeting of Augmentum Fintech plc (the “**Company**”) will be held at the registered office of the Company at 25 Southampton Buildings, London WC2A 1AL on 1 July 2019 at 9.00 a.m. to consider and, if thought fit, approve the following resolutions, in the case of Resolution 1 as an ordinary resolution and in the case of Resolution 2 as a special resolution:

**ORDINARY RESOLUTION**

- 1 **THAT**, conditional on the passing of Resolution 2 below (but for its own conditionality on the passing of this Resolution 1), the directors of the Company (the “**Directors**”) be and are hereby generally and unconditionally authorised, in substitution for any existing authorities, pursuant to and in accordance with section 551 of the Companies Act 2006 (the “**Companies Act**”) to exercise all the powers of the Company to allot up to 150 million Ordinary Shares and/or C Shares in aggregate, such authority to expire on 31 December 2020 (unless previously revoked or varied by the Company in general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Ordinary Shares and/or C Shares to be allotted and the Directors may allot Ordinary Shares and/or C Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTION**

- 2 **THAT**, conditional on the passing of Resolution 1 above, in substitution for any existing authorities, the Directors be and are hereby empowered, pursuant to section 570 of the Companies Act to allot Ordinary Shares and/or C Shares for cash pursuant to the authority referred to in Resolution 1 above as if section 561 of the Companies Act did not apply to any such allotment, provided that this authority shall expire on 31 December 2020 (unless previously revoked or varied by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Ordinary Shares and/or C Shares to be allotted after the expiry of such power, and the Directors may allot Ordinary Shares and/or C Shares in pursuance of such an offer or agreement as if such power had not expired.

**By Order of the Board**

Frostrow Capital LLP  
*Company Secretary*

Dated 5 June 2019

*Registered Office:*  
25 Southampton Buildings  
London  
WC2A 1AL

## Notes:

These notes should be read in conjunction with the notes on the Form of Proxy.

### 1. Voting record date

Only members registered in the Register of Members of the Company at close of business on 27 June 2019 or, if the General Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, excluding non-business days, shall be entitled to attend and vote at the General Meeting in respect of the number of voting rights registered in their name at that time. 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 General Meeting.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

### 2. Rights to attend and vote

Members are entitled to attend and vote at the forthcoming General Meeting or at any adjournment(s) thereof. On a poll each member has one vote for every one share held. In order to attend and vote at the General Meeting, you must comply with the procedures set out in these notes by the dates specified herein.

### 3. Right to appoint proxies

Pursuant to Section 324 of the Companies Act 2006 (the “**Companies Act**”), a member entitled to attend and vote at the General Meeting may appoint one or more proxies to attend, speak and vote in its place. Such a member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him. A proxy need not be a member of the Company.

The submission of a proxy vote or any CREST proxy instruction (as described in Note 8) will not preclude a shareholder from attending and voting in person at the General Meeting.

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from shareholders over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules of the FCA, the Chairman will make the necessary notifications to the Company and to the FCA. Therefore, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and to the FCA. However, any member holding 3 per cent. or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules. Section 324 does not apply to persons nominated to receive information rights pursuant to Section 146 of the Companies Act. Persons nominated to receive information rights under Section 146 of the Companies Act have been sent this Notice of General Meeting and are hereby informed, in accordance with Section 149(2) of the Companies Act, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for the General Meeting. If they do not have such a right or have such a right but do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements. The statement of rights of shareholders in relation to the appointment of proxies in this paragraph does not apply to nominated persons.

### 4. Proxies' rights to vote at the General Meeting

On a vote on a show of hands, each proxy has one vote.

If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote “for” or “against” as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both “for” and “against” in order to reflect the different voting instructions.

On a poll, all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, Section 285(4) of the Companies Act does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

### 5. Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with Section 323 of the Companies Act provided they do not do so in relation to the same shares.

### 6. Receipt and termination of proxies

To be valid a proxy vote must be lodged with the Company's Registrar (Link Asset Services) online, or if by post to PXS1, 34 Beckenham Road, Beckenham BR3 4ZF, before 9.00 a.m. on 27 June 2019.

A member may terminate a proxy's authority at any time before the commencement of the General Meeting. Termination must be provided in writing and submitted to the Company's Registrar. In accordance with the Company's Articles of Association, in determining the time for delivery of proxies, no account shall be taken of any part of a day that is not a working day.

### 7. Communication with the Company

Members may not use any electronic address provided either in the Notice of General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.

**8. Electronic receipt of proxies**

To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company's agent (ID number 3RA50) no later than the deadline specified in Note 6. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. Instructions on how to vote through CREST can be found on the website [www.euroclear.com](http://www.euroclear.com).

**9. Questions at the General Meeting**

Any member attending the General Meeting has the right to ask questions. Section 319A of the Companies Act requires the Directors to answer any question raised at the General Meeting which relates to the business of the General Meeting, although no answer need be given:

- (a) if to do so would interfere unduly with the proceedings of the General Meeting or involve disclosure of confidential information;
- (b) if the answer has already been given on the Company's website; or
- (c) if it is undesirable in the best interests of the Company or the good order of the General Meeting that the question be answered.

**10. Website**

A copy of the Notice of the General Meeting, including these explanatory notes and other information required by Section 311A of the Companies Act, is included on the Company's website, [www.augmentumfintech.com](http://www.augmentumfintech.com).

**11. Total voting rights at date of notice**

As at 4 June 2019 (being the last practicable date prior to the publication of this Notice) the total number of shares in the Company in issue is 94,000,000. The total number of voting rights on that date is therefore 94,000,000.

