

Notice of Annual General Meeting

Premier Miton Group plc

Incorporated in England and Wales with company number 06306664.

Notice is hereby given that the Annual General Meeting (the "AGM" or the "Meeting") of Premier Miton Group plc (the "Company"), previously known as Premier Asset Management Group PLC, will be held at the Company's registered office at Eastgate Court, High Street, Guildford, Surrey GU1 3DE on 5 February 2020 at 10:00 a.m. for the following purposes:

Ordinary business

1. To receive the Company's accounts and reports of the directors and the auditors for the financial year ended 30 September 2019.
2. To reappoint Mike O'Shea who retires by rotation and who, being eligible, offers himself for reappointment as a director.
3. To reappoint David Barron who, having been appointed by the board since the Company's last Annual General Meeting, shall retire at the commencement of the AGM pursuant to the Company's Articles of Association and who, being eligible, offers himself for reappointment as a director.
4. To reappoint Piers Harrison who, having been appointed by the board since the Company's last Annual General Meeting, shall retire at the commencement of the AGM pursuant to the Company's Articles of Association and who, being eligible, offers himself for reappointment as a director.
5. To reappoint Katrina Hart who, having been appointed by the board since the Company's last Annual General Meeting, shall retire at the commencement of the AGM pursuant to the Company's Articles of Association and who, being eligible, offers herself for reappointment as a director.
6. To reappoint KPMG LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next Annual General Meeting at which the accounts are laid before the Company and to authorise the directors to fix their remuneration.

Special business

To consider and, if thought fit, pass the following resolutions, of which resolutions 7 and 10 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions.

7. That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the 2006 Act) of £10,527.00.
8. That, subject to the passing of resolution 7, the directors of the Company be and they are hereby empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined in section

560 of the 2006 Act) of the Company for cash pursuant to the authority conferred by resolution 7 as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash:

- (a) in connection with or pursuant to an offer or invitation in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical problems which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or otherwise howsoever; and
- (b) in the case of the authority granted under resolution 7, and otherwise than pursuant to paragraph (a) of this resolution, for cash up to an aggregate nominal amount of £1,579.13, being approximately 5% of the Company's issued ordinary share capital as at the date of this Notice.

The power conferred by resolutions 7 and 8 shall expire at the conclusion of the next AGM, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry.

9. That the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of fully paid ordinary shares of 0.02p each in the capital of the Company provided that:
 - (a) the maximum aggregate number of ordinary shares authorised to be purchased is 15,791,303 (representing approximately 10 per cent. of the Company's issued ordinary share capital);
 - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share shall be the nominal value;
 - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall not be more than 5 per cent. above the average of the middle market quotations for an ordinary share, as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased;

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- (d) unless previously renewed, varied or revoked, this authority shall expire at the conclusion of the Company's next AGM; and
- (e) the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

BY ORDER OF THE BOARD
Neil Macpherson
Company Secretary
9 December 2019

Registered Office:
Eastgate Court
High Street
Guildford
Surrey
GU1 3DE

10. That the Directors' Remuneration Report for the year ended 30 September 2019, as set out on pages 25 to 26 of the Annual Report and Financial Statements of the Company for the year ended 30 September 2019, be approved by the shareholders. The vote is advisory and the directors' entitlement to remuneration is not conditional on it being passed.

Notes - Notice of Annual General Meeting

Notice of Meeting Notes:

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.

- 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 3 February 2020. 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.
- 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 10:00 a.m. (UK time) on 5 February 2020 so that their shareholding may be checked against the Company's Register of Members and attendance recorded.
- 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.
- 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).
- 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.
- You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - by requesting a hard copy form of proxy directly from the registrars, Link Asset Services, by calling 0371 664 0300. 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 9:00 a.m. and 5:30 p.m. Monday to Friday excluding public holidays in England and Wales; or
 - 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 10:00 a.m. on 3 February 2020.
- 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.
- The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
- 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

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- www.euroclear.com/site/public/EU/). 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 10:00 a.m. on 3 February 2020. 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 which 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 6 December 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 157,913,035 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 December 2019 are 157,913,035.
 14. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
 15. 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.
 16. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 9:00 am on the day of the Meeting until the conclusion of the Meeting:
 - copies of the directors' letters of appointment or service contracts.
 17. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at corporate.premiermiton.com

Explanatory notes to the Notice of Annual General Meeting

The notes on these pages give an explanation of the proposed resolutions.

Resolutions 1 to 7 and 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed other than on a show of hands, more than half of the votes cast must be in favour of the resolution. Resolutions 8 and 9 are proposed as special resolutions. This means that for each of those resolutions to be passed other than on a show of hands, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 2: Reappointment of director on rotation

In accordance with the Company's Articles of Association at every AGM a number of directors nearest to but not exceeding one third (excluding those who were appointed by the board since the last AGM) must retire by rotation. There are four such directors and so one must retire by rotation. Mr O'Shea has been the longest in office from among such four directors and, in accordance with the Company's Articles of Association, will retire from the board and, being eligible, offer himself for re-election.

Resolutions 3, 4 and 5: reappointment of new directors

The Company's Articles of Association permit the board to appoint new directors, but on the strict basis that such directors must resign at the first AGM following their appointment, at which they are eligible to stand for reappointment. Mr Barron, Mr Harrison and Ms Hart were all appointed by the board following the Company's all-share merger with Miton Group plc. Accordingly each of them will resign at the commencement of the AGM and by resolutions 3, 4 and 5 Mr Barron, Mr Harrison and Ms Hart respectively are proposed for reappointment as directors.

Resolution 7: Authority to allot shares

This resolution proposes that the directors' authority to allot shares be renewed. The authority previously given to the directors by resolution of the shareholders dated 6 February 2019 at the Company's last AGM will expire at this year's AGM. Under the Companies Act 2006, the directors of the Company may only allot shares or grant rights to subscribe for or convert into shares if authorised to do so.

Resolution 7 will allow the directors to allot new shares or grant rights up to an aggregate nominal value of £10,527.00 which is equal to approximately one third of the total issued ordinary share capital of the Company as at the date of this Notice.

If passed, the authority given by this resolution will expire at the conclusion of the Company's next AGM. The directors have no present intention to allot new shares or grant rights, however, the directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company's strategic objectives.

Resolution 8: Disapplication of pre-emption rights

Under the Companies Act 2006, if the directors wish to allot shares for cash (other than in connection with an employee share scheme) they must first offer them to existing shareholders in proportion to their holdings ("a pre-emption offer"). There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emption offer to existing shareholders.

This resolution seeks to renew the directors' power to allot equity securities otherwise than in relation to pre-emption offers. The power granted by shareholder resolution dated 6 February 2019 at the

Company's last AGM is due to expire at this year's AGM. Apart from pre-emption offers, the power is limited to the allotment of equity securities for cash up to an aggregate nominal value of £1,579.13 which is equal to approximately 5% of the issued ordinary share capital of the Company as at the date of the Notice. If given, this power will expire at the conclusion of the next AGM.

Resolution 9: Authority to purchase Company shares

This resolution gives the Company general authority to repurchase up to 15,791,303 of its own shares in the market which is equal to approximately 10% of the Company's issued share capital as at the date of the Notice, at or between the maximum and minimum prices specified in the resolution giving the authority.

Current legislation allows companies to hold shares acquired by way of market purchase in treasury, rather than having to cancel them. The directors may use the authority to purchase shares and hold them in treasury (and subsequently sell or transfer them out of treasury as permitted in accordance with legislation) rather than cancel them, subject to institutional guidelines applicable at the time. Shares will only be purchased if to do so would result in an increase in earnings per share and is in the best interests of shareholders generally.

Resolution 10: Approval of the Directors' Remuneration Report

The Company is not required to obtain shareholder approval of the Directors' Remuneration Report nor to seek approval of the remuneration paid to the board. However, the board believes that it would be good practice to seek shareholders' views on board pay by way of an advisory shareholder vote on the Directors' Remuneration Report. Shareholders can find the report on pages 25 to 26 of the Annual Report and Financial Statements for the Company for the year ended 30 September 2019.