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If you have sold or otherwise transferred all your shares in AJ Bell plc, please forward this document together with the accompanying documents to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### **AJ BELL PLC**

**(Incorporated and registered in England and Wales with Registered Number 04503206)**

## **Notice of Annual General Meeting Waiver of Rule 9 of the Takeover Code in respect of the authority of AJ Bell to purchase its own shares and the grant of up to 266,166 share awards and the grant of up to 2,493,766 Share options to the AJ Bell Trust**

The Annual General Meeting of AJ Bell plc will be held at the offices of the Company at 10 am, on 22 January 2020 at 4 Exchange Quay, Salford Quays, Manchester M5 3EE. A Form of Proxy for the Annual General Meeting is available upon request by telephone from AJ Bell's registrars, Link Asset Services Limited on 0371 664 0300 and should be completed and returned as soon as possible. Alternatively shareholders may complete an electronic form of proxy by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions. To be valid, the Form of Proxy or any electronic proxy vote together with any power of attorney or other authority under which it is signed (or a duly certified copy thereof) must be received by AJ Bell's registrars, Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, no later than 48 hours (ignoring non-working days) before the meeting, being 10 am on 20 January 2020.

Completion and return of the Form of Proxy will not prevent you from attending and voting at the Annual General Meeting in person, should you so wish.

Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained in the Notice of Annual General Meeting contained in this document.



## Letter from the Chairman

Registered office:  
4 Exchange Quay  
Salford Quays  
Manchester  
England  
M5 3EE

**To all Shareholders of AJ Bell plc and persons enjoying information rights**

### Notice of Annual General Meeting

Dear Shareholder,

19 December 2019

This document contains the Notice of the 2020 Annual General Meeting of AJ Bell plc ("**AGM**"). On behalf of the Board I am delighted to invite you to attend our AGM which will be held at 4 Exchange Quay, Salford Quays, Manchester M5 3EE at 10 am on 22 January 2020. The formal notice of AGM is set out on pages 16 to 20. If you are unable to attend the meeting in person your vote is still important and I would ask you to either complete an online proxy vote by going to [www.signalshares.com](http://www.signalshares.com) and following the instructions or request, complete, sign and return a hard copy of the form of proxy ("**Form of Proxy**"). To vote online, you will need your investor code ("**IVC**") which is detailed on your share certificate or available by calling the Company's registrars Link Asset Services Limited on 0371 664 0300. You can also request a Form of Proxy by calling the same number. This document contains explanatory notes to the resolutions to be put to the AGM. At the AGM it is intended that the Company will take a poll on each of the resolutions put to Shareholders.

AJ Bell has applied to the Panel on Takeovers and Mergers (the "**Panel**") for a waiver of Rule 9 of the Takeover Code in order to permit the grant of share options to certain of the members of the Concert Party and the share buy back authority without requiring the Concert Party to make a general offer to Shareholders which the Concert Party would otherwise be required to do. Your attention is drawn to the remainder of this document which contains further information relating to AJ Bell and the members of the Concert Party.

# Explanatory Notes to the Resolutions

## Resolution 1: Report and Accounts

The Directors are required to present to the meeting the audited accounts and the reports of the Directors and the auditors for the financial year ended 30 September 2019. The Directors ask that the Shareholders receive and consider the financial statements and reports.

## Resolution 2: Directors' Remuneration Report

The Act requires AJ Bell to produce a yearly report on the Directors' remuneration and to put an annual resolution to the Shareholders for approval of that report (excluding the Directors' Remuneration Policy, which is voted on every three years and is subject to Resolution 3 below). The Directors' remuneration report for which approval is sought is set out on pages 56 to 57 and 64 to 71 of the Annual Report and Accounts 2019 (the "Annual Report") (available to download from the AJ Bell website at <https://www.ajbell.co.uk/investor-relations/reports>). In accordance with the legislation, this vote will be advisory.

## Resolution 3: Directors' Remuneration Policy

This resolution is being proposed to comply with Section 439A of the Act which requires a separate resolution on the Directors' Remuneration Policy (the "Policy") contained in pages 58 to 63 of the Annual Report to be put to a vote by Shareholders. This vote is a binding one. If passed, the Policy will take effect immediately from the end of the AGM and will apply until replaced by a new or amended policy. Once the policy is effective, AJ Bell will not be able to make payments to a Director other than in accordance with the Policy. The Policy is intended to be put forward for Shareholder approval every three years, as required by the Act. If the Policy is not approved by the Shareholders for any reason, AJ Bell will, if and to the extent permitted to do so under the Act, continue to make payments to Directors in accordance with the Company's existing policy on Directors' remuneration and will seek Shareholder approval for a revised policy as soon as practicable.

## Resolution 4: Declaration of Dividend

Final dividends must be approved by Shareholders but cannot exceed the amount recommended by the Directors. The Board proposes a final dividend of 3.33 pence per Ordinary Share for the year ended 30 September 2019. Resolution 4 is to approve this final dividend. If approved, the recommended final dividend will be paid on 31 January 2020 to all Shareholders who are on the register of members at close of business on 10 January 2020.

## Resolutions 5 to 10 (inclusive): Re-election of Directors

In accordance with AJ Bell's articles of association all of the directors in office must retire at each annual general meeting of the Company. Accordingly each of the Directors is seeking re-election.

### Andrew James Bell

Andy co-founded AJ Bell in 1995, having spent a number of years working within the financial services sector. Graduating from Nottingham University in 1987 with a first class degree in Mathematics, he qualified as a Fellow of the Institute of Actuaries in 1993 and has built AJ Bell into one of the largest online investment platforms in the UK.

### Michael Thomas Summersgill

Michael joined AJ Bell in 2007 and was subsequently appointed as Chief Financial Officer in 2011. Michael studied Economics at the University of Sheffield, completed the Transition to General Management programme at INSEAD business school and is a Fellow of the Association of Chartered Certified Accountants.

### Leslie Michael Platts

Les, who is a Chartered Accountant, joined the Board as an independent non-executive director in September 2008 and was appointed Chairman in January 2014. His executive career was with Deloitte LLP for 33 years until 2008 where he was an audit partner, the practice senior partner in the North East and a UK board member. His clients included FTSE 100 and FTSE 250 companies in a range of sectors and he advised on strategic, financial, governance and risk matters.

### Laura Martine Carstensen

Laura became a non-executive director of AJ Bell in March 2018 and was appointed as Senior Independent Director in April 2018. Laura had been an equity partner in Slaughter and May, a leading City law firm, until 2004 and since held numerous national level public appointments, as well as having gained boardroom experience as a non-executive director and a chairman of both listed and private companies. Currently she is chairman of AIM-listed financial services business Appreciate Group plc.

### Simon Turner

Simon has very broad experience, initially, as a senior executive and, subsequently, for 18 years as a non-executive director. In his executive career Simon was the managing director of Philips Consumer Electronics in the UK and group managing director at Dixons Retail for over 10 years with wide responsibility in the UK and Europe. As a non-executive director, he has previously served on the boards of Yorkshire Building Society, where he chaired the remuneration committee, and Allied Irish Bank UK, where he was deputy chair of the risk committee. Simon also served on the audit committee of both boards.

### Eamonn Michael Flanagan

Eamonn Flanagan is Fellow of the Institute of Actuaries, having qualified at Royal Insurance, before moving to the capital markets where he was director and head of European insurance at a leading investment bank. He then co-founded Shore Capital Markets, a respected independent securities business, where he was a director.

The Board is of the view that each Director brings considerable and wide ranging skills and experience to the Board as a whole which will be invaluable as the Company continues to grow its business. Based on the outcome of annual appraisals of the personal performance of each Director, the Board has confirmed that all of the Directors continue to be effective in their roles and demonstrate their commitment to the Board and should therefore be recommended for re-election. Further detail on each Director, their skills, experience and contribution can be found on pages 40 to 41 of the Annual Report, and the Board believes this information is sufficient to enable shareholders to make an informed decision on the proposed re-election of the Directors.

### **Resolutions 11 and 12: Appointment of Auditors**

AJ Bell is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. Resolution 11 proposes the appointment of BDO LLP and, in accordance with standard practice, Resolution 12 gives authority to the Audit Committee of the Board to determine the remuneration to be paid to the auditors.

In early 2019, AJ Bell commenced a tender process for the appointment of new auditors. The tender process was supervised by the Audit Committee, who made a recommendation to the Board on the appointment of the replacement auditor. Following the conclusion of the formal tender process and pursuant to the Audit Committee's recommendation, AJ Bell announced on 25 June 2019 that the Board had approved the proposed appointment of BDO LLP as AJ Bell's auditor for the financial year commencing 1 October 2019. The appointment remains subject to approval by Shareholders at the AGM and, should the resolution be passed, the appointment will take effect from the conclusion of that meeting. Details of the tender process are provided within the Audit Committee report on pages 50 to 53 of the Annual Report. KPMG LLP were reappointed as the auditors by Shareholders at the annual general meeting in 2018 and will cease to hold office as auditor from the conclusion of the AGM. As required by law, KPMG have provided the Company with a 'Statement of Circumstances' confirming that it will cease to hold office as a consequence of the Company's decision to undertake a competitive tender process for the position of Statutory Auditor. A copy of the 'Statement of Circumstances' is enclosed with this AGM notice.

### **Resolution 13: Political Donations**

The Act requires companies to obtain shareholders' authority for donations to registered parties and other political organisations totalling more than £5,000 in any twelve month period and for any political expenditure, subject to limited exceptions.

Whilst the Board does not intend to make any donations to political parties or incur political expenditure, the statutory definition of 'donations' in this context is very wide and can extend to bodies such as those concerned with policy review and law reform, or with the representation of the business community or sections of it or special interest groups such as charities. AJ Bell believes that the authority contained in Resolution 13 is necessary to allow it (and its subsidiaries) to ensure that they do not unintentionally commit a technical breach of the Act. It is AJ Bell's policy not to make any donations to political parties nor incur political expenditure and the Board does not intend to change that policy.

### **Resolution 14: Authority to Allot Shares**

Under section 551 of the Act, the directors of a company may only allot shares or grant rights to subscribe for, or to convert any security into, shares in the company if authorised to do so.

In line with guidance issued by the Investment Association, the authority contained in paragraph (a) of this resolution will (if passed) give the Directors authority to allot ordinary shares in connection with a rights issue in favour of Shareholders up to an aggregate nominal amount equal to £34,096.31 (representing 272,770,495 Ordinary Shares) as reduced by the nominal amount of any shares issued under paragraph (b) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of AJ Bell as at the Latest Practicable Date.

The authority contained in paragraph (b) of this resolution will (if passed) give the Directors the authority to allot Ordinary Shares up to an aggregate nominal value of £17,048.16 (representing 136,385,247 Ordinary Shares). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of AJ Bell as at the Latest Practicable Date.

This authority will expire on 28 February 2021 or, if earlier, at the conclusion of the next annual general meeting of AJ Bell.

### **Resolutions 15.1 and 15.2: Disapplication of pre-emption rights**

The Act requires that if AJ Bell issues new shares or grants rights to subscribe for, or to convert any security into, shares for cash, or sells any treasury shares, it must first offer them to existing Shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of AJ Bell to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing Shareholders. This cannot be done under the Act unless the Shareholders have first waived their pre-emption rights. In accordance with investor guidelines, therefore, approval is sought by the Directors to issue a limited number of ordinary shares for cash without first offering them to existing Shareholders.

Resolution 15.1 contains a two-part disapplication of pre-emption rights which seeks to renew the Directors' authority to issue equity securities of AJ Bell for cash without application of pre-emption rights pursuant to section 561 of the Act.

Other than in connection with a rights or other pre-emptive issue, the authority contained in resolution 15.1 would be limited to a maximum nominal amount of £2,557.22 (which would equate to 20,457,787 Ordinary Shares), representing approximately 5% of AJ Bell's issued share capital as at the Latest Practicable Date.

Resolution 15.1 also seeks a disapplication of the pre-emption rights on a rights issue or other pre-emptive offer so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which might arise, for example, with overseas Shareholders.

Resolution 15.2 is an optional disapplication of pre-emption rights limited to an additional 5% of issued ordinary share capital to be used for transactions which the Directors determine to be an acquisition or specified capital investment. The authority contained in the resolution would be limited to a maximum nominal amount of £2,557.22 (which would equate to 20,457,787 Ordinary Shares), representing approximately 5% of AJ Bell's issued share capital as at the Latest Practicable Date.

If passed, these authorities will expire at the same time as the authority to allot shares given pursuant to Resolution 14.

Save for share issues in respect of employee share schemes and the Trust Options, the Directors have no current plans to utilise any of the authorities sought by Resolutions 14, 15.1 or 15.2, although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. In addition, the Board confirms its intention to follow best practice set out in the Pre-emption Group's Statement of Principles to the effect that use of this authority in excess of 7.5% of AJ Bell's issued share capital in a rolling three year period would not take place without prior consultation with Shareholders.

### **Resolution 16: Purchase of Own Shares**

The Board is committed to managing AJ Bell's capital effectively and the Directors believe that it is in the interests of AJ Bell and its members to continue to have the flexibility to purchase its own shares. This resolution seeks authority from Shareholders to do so. The Directors only intend to exercise this authority when, after considering market conditions prevailing at the time, they believe that the effect of such exercise would be to increase the earnings per share and be in the best interests of Shareholders generally.

The effect of such purchases would either be to cancel the number of shares in issue or the Directors may elect to hold them in treasury pursuant to Chapter 6 of Part 18 of the Act.

Certain listed companies may hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares in accordance with the Act. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under a company's employee share scheme. Once held in treasury, a company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

This resolution would be limited to 40,915,574 Ordinary Shares, representing approximately 10 per cent of the issued share capital of AJ Bell at the Latest Practicable Date. The Directors intend to seek renewal of this power at each annual general meeting of AJ Bell.

As at the Latest Practicable Date, the total number of options over Ordinary Shares outstanding was 5,337,945 representing approximately 1.3% of the issued ordinary share capital of the Company. If the authority to buy back Ordinary Shares given under this Resolution 16 were used in full, the total number of options over Ordinary Shares outstanding as at the Latest Practicable Date would represent approximately 1.4% of the issued ordinary share capital of AJ Bell.

### **Resolution 17: Notice period for general meetings other than AGMs**

The articles of association of AJ Bell enable AJ Bell to call general meetings (other than annual general meetings) on 14 clear days' notice. The Act increases this period to 21 clear days unless Shareholders have approved a shorter period, which cannot be less than 14 clear days.

Resolution 17 seeks such approval and will be effective until AJ Bell's annual general meeting in 2021 when it is intended that a similar resolution will be proposed. AJ Bell will also need to meet the Act's requirements for electronic voting before it may call a general meeting on 14 clear days' notice.

### **Resolution 18: Waiver of Rule 9 of Takeover Code - purchase of own Ordinary Shares**

The purpose of this resolution is to seek the approval of Independent Shareholders to a waiver, which the Panel has agreed to give (subject to such approval, to be sought by way of a vote taken by poll), of the obligation that might otherwise arise under Rule 9 of the Takeover Code for any member of the Concert Party to make a mandatory offer for the Ordinary Shares not already owned by it as a result of a repurchase of Ordinary Shares by AJ Bell. Under Resolution 16 AJ Bell is seeking the authority to make market purchases of up to 40,915,574 Ordinary Shares.

As set out in the explanatory notes to Resolution 16 above, the Directors believe that it is advantageous for AJ Bell to have the flexibility to make market purchases of its own Ordinary Shares, and if that resolution is passed will only exercise this authority if they are satisfied that it would be in the interests of the Shareholders generally. The Concert Party currently holds 29.31% of AJ Bell's issued share capital (excluding their interests in Ordinary Shares under the Existing CP Awards). Were AJ Bell to exercise the buy-back authority to the exclusion of the Concert Party such that the Concert Party maintained its current shareholding, that would result in the percentage interest held by the Concert Party in AJ Bell's issued share capital increasing to 32.6% (assuming that no other Ordinary Shares are issued following the Latest Practicable Date, including the exercise or vesting of any options or awards (including the Existing CP Awards, the Trust Options and the 2019 Share Awards)). Any increase in the interest of the Concert Party to 30% or more would, without the approval sought under this Resolution 18, trigger an obligation on the part of the Concert Party to make an offer for the entire share capital of AJ Bell pursuant to Rule 9 of the Takeover Code. Members of the Concert Party may attend the AGM but will not be entitled to vote on this Waiver Resolution.

### **Resolution 19: Waiver of Rule 9 of Takeover Code – 2019 Share Awards**

The purpose of this resolution is to seek the approval of Independent Shareholders to a waiver, which the Panel has agreed to give (subject to such approval, to be sought by way of a vote taken by poll), of the obligation that might otherwise arise under Rule 9 of the Takeover Code for any member of the Concert Party to make a mandatory offer for the Ordinary Shares not already owned by it as a result of the grant (and subsequent vesting or exercise) of up to 265,130 EIP Awards and 1,036 BAYE Shares. The EIP Awards were made on 12 December 2019 (conditional upon the passing of this Waiver Resolution by the Independent Shareholders on a poll at the AGM). If this Waiver Resolution is not passed the EIP Awards will lapse. Members of the Concert Party may attend the AGM but will not be entitled to vote on this Waiver Resolution.

The number of Ordinary Shares authorised by this Resolution for the grant of BAYE Shares has been calculated using AJ Bell's lowest mid-market closing share price since 30 September 2019 (£3.48 per Ordinary Share) and the maximum monthly purchase of Ordinary Shares available under the BAYE of £150 per month. Accordingly the number of Ordinary Shares for which authority is sought pursuant to this Resolution (1,036 Ordinary Shares) represents a maximum number of Ordinary Shares over which BAYE Share purchases may be made available to the members of the Concert Party. In practice, subject to such maximum number, the extent to which the members of the Concert Party actually participate in the BAYE will be determined based on the uptake by Andy Bell and Fergus Lyons and the market price when the shares are acquired each month.

### **Resolution 20: Waiver of Rule 9 of Takeover Code – Trust Options**

The purpose of this resolution is to seek the approval of Independent Shareholders to a waiver, which the Panel has agreed to give (subject to such approval, to be sought by way of a vote taken by poll), of the obligation that might otherwise arise under Rule 9 of the Takeover Code for any member of the Concert Party to make a mandatory offer for the Ordinary Shares not already owned by it as a result of the grant (and subsequent vesting or exercise) of up to 2,493,766 shares pursuant to the Trust Options. The Trust Options were granted on 12 December 2019 (conditional upon the passing of this Waiver Resolution by the Independent Shareholders on a poll at the AGM). If this Waiver Resolution is not passed the Trust Options will lapse. Members of the Concert Party may attend the AGM but will not be entitled to vote on this Waiver Resolution.

For more information on the Trust Options please see page 14 of this document.

### **Recommendation**

As Andy Bell is directly interested in the subject matter of Resolutions 18, 19 and 20, which refer to the Waiver of Rule 9 of the Takeover Code in respect of the authority of AJ Bell to purchase its own shares, the grant of up to 266,166 2019 Share Awards (which are in addition to the Existing CP Awards granted in previous years) and the grant of the Trust Options, he has not participated in the recommendation to vote in favour of these resolutions.

The Independent Directors, who have been so advised by Numis, consider that the passing of the Waiver Resolutions (Resolutions 18, 19 and 20) and the grant of the Trust Options, which is a smaller related party transaction under Listing Rule 11.1.10R, are fair and reasonable and in the best interests of Independent Shareholders and AJ Bell as a whole. In providing its advice as required by paragraph 4(a) of Appendix 1 to the Code and Listing Rule 11.1.10R, Numis has taken into account the Independent Directors' commercial assessments. Accordingly, the Independent Directors unanimously recommend that Independent Shareholders vote in favour of the Waiver Resolutions (Resolutions 18, 19 and 20) at the AGM, as they intend to do in respect of their own beneficial holdings which amount to 2,957,894 Ordinary Shares, representing approximately 0.7% of AJ Bell's issued share capital as at the Latest Practicable Date.

Your Directors, as a whole, believe that the other proposals will promote the success of AJ Bell for the benefit of Shareholders as a whole and unanimously recommend that you vote in favour of Resolutions 1 to 17 (inclusive) as they intend to do in respect of their own beneficial holdings which amount to 101,305,364 Ordinary Shares, representing approximately 24.76% of AJ Bell's issued share capital as at the Latest Practicable Date.

Yours faithfully



**Les Platts**

Chairman

# Additional information relating to the waiver resolutions

## Information relating to Rule 9 of the Takeover Code

### Takeover Code

The Takeover Code is issued and administered by the Panel and applies to the Company because it is a public company which has its registered office in the United Kingdom and its securities admitted to the Official List. The Takeover Code and the Panel operate principally to ensure fair and equal treatment of shareholders in relation to takeovers, and also provide an orderly framework within which takeovers are conducted.

Under Rule 9 of the Takeover Code, any person who acquires an interest (as defined in the Takeover Code) in shares which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30% or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Similarly, when any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30% of the voting rights of such a company but does not hold shares carrying more than 50% of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the relevant company during the 12 months prior to the announcement of the offer.

At the time of the admission of the Ordinary Shares to the Official List and to trading on the London Stock Exchange's Main Market for Listed Securities in December 2018, the Panel confirmed that the requirement for the Concert Party to make a mandatory offer to Independent Shareholders, as would otherwise have arisen under Rule 9 of the Takeover Code, would not apply as a result of:

- any purchase by the Company of Ordinary Shares under Call Options in connection with the Company's historic option to buy shares scheme in relation to up to 4,800,000 Ordinary Shares, as described in paragraph 6 of Part 9 of the Prospectus; and
- the grant and subsequent vesting or exercise of up to 709,379 Ordinary Shares in relation to share awards or employee option schemes.

Following such confirmation, the Existing CP Awards in respect of 649,436 Ordinary Shares were granted to members of the Concert Party. Since the grant of the Existing CP awards a number of share options were exercised or lapsed and shares were acquired by a member of the Concert Party under the BAYE (each as set out in Table 3 on page 11). Details of the Ordinary Shares and Existing CP Awards currently held by the Concert Party are set out in Table 1 on page 8.

This year the Company has applied to the Panel for a waiver of Rule 9 in order to permit the authority to repurchase shares to be exercised by the Board (subject to Resolutions 16 and 18 being passed), the 2019 Share Awards to be made (subject to Resolution 19 being passed) and the Trust Options to be granted (subject to Resolution 20 being passed) without triggering an obligation on the part of any member of the Concert Party to make a general offer to all Shareholders.

The waiver granted by the Panel (which is conditional on the passing of the Waiver Resolutions by the Independent Shareholders on a poll) relates only to any increase in the percentage of Ordinary Shares held by the members of the Concert Party as a result of the purchase by the Company of Ordinary Shares under the authority proposed to be granted by Resolution 16, the vesting or exercise of 2019 Share Awards in favour of members of the Concert Party proposed to be approved under Resolution 19 and/or the vesting or exercise of the Trust Options proposed to be approved under Resolution 20.

**Following exercise by the Board of the authority to repurchase shares, the vesting or exercise of Share Awards (including the Existing CP Awards) and the vesting or exercise of the Trust Options, the Concert Party may be interested in shares which carry more than 30% but will not hold more than 50% of the Company's voting share capital, and any further increase in the number of shares in which members of the Concert Party are interested (other than a further exercise of the authority to repurchase shares or a further vesting or exercise of Share Awards (including the Existing CP Awards) or Trust Options, in each case subject to the maximum amounts approved) will be subject to the provisions of Rule 9 of the Takeover Code.**

### The Concert Party

Due to their historic association as significant shareholders in the Company and various other historic and ongoing business and investment relationships between them, Andy Bell and Fergus Lyons, together with their respective closely associated persons, including the Trust, are considered to be acting in concert with each other in relation to the Company for the purposes of the Takeover Code.

### Andy Bell (Chief Executive Officer)

Andy founded the Group in 1995. As Chief Executive Officer, Andy is responsible for the strategic direction of the Group. Andy held 17.4% of the issued share capital of the Company directly at the Latest Practicable Date. Andy, together with his wife is the ultimate controller of Blythe Investments and the trustees and settlors of the Blythe Family Trust which, together with Andy Bell's wife and children held 6.57% of the issued share capital of the Company at the Latest Practicable Date. Andy's sister, mother, parents-in-law, brother-in-law and sister-in-law, who are deemed to be acting in concert with Andy, together held 0.62% of the issued share capital of the Company at the Latest Practicable Date.

### Fergus Lyons (Managing Director AJ Bell Investcentre)

Fergus worked at a major bank for over 20 years before joining AJ Bell in September 2000. Since then he has worked in many areas of the business, and is currently Managing Director of AJ Bell Investcentre. Fergus is also responsible for AJ Bell's investment and Platinum SIPP and SSAS products. Fergus, together with his wife, is the ultimate controller of Bestfield Investments which, together with Fergus and his children, held 4.66% of the issued share capital of the Company at the Latest Practicable Date.

## The AJ Bell Trust

Andy and his wife are directors (alongside two independent directors) of the AJ Bell Trust, a registered charity, and control the voting rights of the securities held by the AJ Bell Trust. The AJ Bell Trust held 0.06% of the issued share capital of the Company at the Latest Practicable Date.

Table 1 below shows the number of Ordinary Shares owned by each member of the Concert Party at the Latest Practicable Date and, on the assumptions indicated, in notes 1 and 2 to Table 1 and as explained further in page 9 of this document, their potential maximum interest in the enlarged share capital.

Table 1

Name	Number of issued Ordinary Shares	Percentage of issued Ordinary Shares	Existing CP Awards	Max. no. of Ordinary Shares from 2019 Share Awards	Max. no. of Ordinary Shares from Trust Options	Enlarged number of Ordinary Shares	Percentage of Enlarged Share Capital (Share Awards) <sup>1</sup>	Percentage of Enlarged Share Capital (Fully diluted) <sup>2</sup>
Andy Bell	71,193,868	17.40	358,006	225,775	–	71,777,649	17.41	19.33
Blythe Investments <sup>3</sup>	19,200,000	4.69	–	–	–	19,200,000	4.66	5.17
Blythe Family Trust <sup>4</sup>	2,880,000	0.70	–	–	–	2,880,000	0.70	0.78
AJ Bell Trust <sup>5</sup>	257,102	0.06	–	–	2,493,766	2,750,868	0.67	0.74
Tracey Bell	4,735,250	1.16	–	–	–	4,735,250	1.15	1.28
Andy Bell's children	62,500	0.02	–	–	–	62,500	0.02	0.02
Janet Albrecht <sup>6</sup>	2,485,210	0.61	–	–	–	2,485,210	0.60	0.67
Andy Bell's other close relatives <sup>7</sup>	71,875	0.02	–	–	–	71,875	0.02	0.02
Fergus Lyons	9,159,618	2.24	23,725	40,391	–	9,223,734	2.24	2.48
Caroline Lyons	2,496,500	0.61	–	–	–	2,496,500	0.61	0.67
Bestfield Investments <sup>8</sup>	7,103,992	1.74	–	–	–	7,103,992	1.72	1.91
Fergus Lyons' children	290,500	0.07	–	–	–	290,500	0.07	0.08
<b>Total</b>	<b>119,936,415</b>	<b>29.31</b>	<b>381,731</b>	<b>266,166</b>	<b>2,493,766</b>	<b>123,078,078</b>	<b>29.85</b>	<b>33.14</b>

1 Assuming that 2019 Share Awards are made in respect of the full number of Ordinary Shares (as set out in this Table 1), that all such awards vest and are exercised in full and that all Existing CP Awards vest and are exercised in full and the resulting Ordinary Shares are, in each case, retained by the Concert Party members, and that no other Ordinary Shares are issued, including in respect of options held by any other person.

2 Assuming that the Company purchases the maximum number of Ordinary Shares under the share buy back authority, the Company purchases the maximum number of Ordinary Shares under the Call Options, no member of the Concert Party sells any Ordinary Shares in those buy backs, the 2019 Share Awards are made in respect of the full number of Ordinary Shares (as set out in this Table 1), that all such awards vest and are exercised in full and that all Existing CP Awards vest and are exercised in full, the Trust Options vest and are exercised in full and the resulting Ordinary Shares are, in each case, retained by the Concert Party members, and that no other Ordinary Shares are issued, including in respect of options held by any other person.

3 An unlimited company controlled by Andy Bell and his wife, Tracey Bell.

4 A discretionary trust of which Andy Bell and his wife, Tracey Bell, are settlors and trustees.

5 Andy Bell and his wife, Tracey Bell, are two of the four directors of the Trust, a registered charity, and control the voting rights of the securities held by the Trust.

6 Andy Bell's sister.

7 Specifically, Andy Bell's mother, parents in-law, brother-in-law and sister in-law.

8 An unlimited company controlled by Fergus Lyons and his wife, Caroline Anne Lyons.

## Proposed EIP Awards

The Company believes that the EIP Awards enable it to provide a competitive incentive and retention tool which is also cost effective in respect of both Shareholder dilution and income statement expense. The Remuneration Committee intends to make annual EIP Awards to members of the senior management team, including the Executive Directors.

In relation to the financial year ending 30 September 2020, the Remuneration Committee has on 12 December 2019, subject to the approval of the Shareholders, granted Andy Bell an EIP Award over up to 225,257 Ordinary Shares and Fergus Lyons an EIP Award over up to 39,873 Ordinary Shares (each a member of the Concert Party). Should Shareholders not approve the Waiver, these EIP Awards will lapse.

## Proposed BAYE Shares

The Company introduced the BAYE in 2018 to give all eligible staff the opportunity to participate in a share plan and as a result to align themselves with the interests of Shareholders in a straightforward and low risk manner. Members of the Concert Party who are employees of AJ Bell must be invited to participate in the BAYE on the same terms as all other eligible employees. The Company is accordingly seeking authority to allow Andy Bell and Fergus Lyons of the Concert Party to participate in the BAYE should they wish to do so but subject to their BAYE Shares being over a maximum of 518 Ordinary Shares each as explained above.

## Trust Options

The Company is launching a share option scheme as part of its Corporate, Social and Governance strategy that will see at least £10 million donated to charitable causes. As set out on page 14 of this document, the Trust Options were granted on 12 December 2019 (conditional upon the passing of this Waiver Resolution by the Independent Shareholders on a poll at the AGM) in favour of the Trust, a registered charity predominantly to support disadvantaged young people in the UK. The Company's customers and employees will be given the opportunity to nominate which charities benefit from part of the donation. If the scheme does not meet the conditions required to pay out £10 million, Andy Bell will make up the difference through a personal donation to the Trust. Should Shareholders not approve the Waiver, the Trust Options will lapse.

### Effects of the 2019 Share Awards

Each of Andy Bell and Fergus Lyons are members of the Concert Party and consequently the receipt by them of Ordinary Shares on vesting or exercise or purchase of Share Awards could give rise to an obligation pursuant to Rule 9 of the Takeover Code to make a mandatory offer to acquire the Ordinary Shares not owned by the Concert Party. The Independent Directors consider that it would undermine the purpose for which the Share Awards were granted to require such an offer to be made and accordingly are seeking a waiver of that obligation from Independent Shareholders for the 2019 Share Awards to be granted to Andy Bell and Fergus Lyons in respect of up to 266,166 Ordinary Shares in aggregate.

Assuming that the 2019 Share Awards vest and are exercised in respect of the full number of Ordinary Shares referred to above, and that all Existing CP Awards vest and are exercised in full and the resulting Ordinary Shares are in each case retained by the Concert Party members, the Concert Party would hold, in aggregate, 120,584,312 Ordinary Shares, representing 29.4% of the issued share capital of AJ Bell (as enlarged by the issue of Ordinary Shares pursuant to the 2019 Share Awards referred to above and the Existing CP Awards, but assuming no other issue of Ordinary Shares) versus 29.3% of the issued share capital of AJ Bell prior to the grant of such 2019 Share Awards, and prior to the vesting or exercise of the Existing CP Awards.

### Effects of the Trust Options

The Trust is a member of the Concert Party and consequently the receipt by it of Ordinary Shares on vesting or exercise of the Trust Options could give rise to an obligation pursuant to Rule 9 of the Takeover Code to make a mandatory offer to acquire the Ordinary Shares not owned by the Concert Party. The Independent Directors consider that it would undermine the purpose for which the Trust Options were granted to require such an offer to be made and accordingly are seeking a waiver of that obligation from Independent Shareholders for the Trust Options to be granted to the Trust in respect of up to 2,493,766 Ordinary Shares.

Assuming that Trust Options awards vest and are exercised in respect of the full number of Ordinary Shares referred to above and the resulting Ordinary Shares are retained by the Trust, the Concert Party would hold, in aggregate, 122,430,181 Ordinary Shares, representing 29.7% of the issued share capital of the Company (as enlarged by the issue of Ordinary Shares pursuant to the Trust Options, but assuming no other issue of Ordinary Shares) versus 29.3% of the issued share capital of the Company prior to the grant of such Trust Options.

### Interaction of Share Awards, Trust Options and purchase of own Ordinary Shares

The maximum vesting and exercise, or purchase, as applicable, of the 2019 Share Awards, Trust Options and the Existing CP Awards could increase the aggregate shareholding of the Concert Party in the Company by a total of 3,141,663 Ordinary Shares, with the effect of increasing the holding of the Concert Party to 29.9%. Subject to any extraordinary discretionary decision by the Remuneration Committee, the earliest date on which the EIP Awards comprised within the 2019 Share Awards may vest is, in the case of the annual element of the awards, the first anniversary of the end of the performance period, and in the case of the deferred element of the awards, the third anniversary of the end of the performance period. The performance period is a period of one financial year (or such longer period as the Board determines), over which period the applicable performance condition will be assessed.

If the maximum aggregate repurchase of Ordinary Shares authorised under Resolution 16 and in respect of the Call Options (as previously authorised) was made and the Concert Party did not sell any Ordinary Shares in those repurchases, this would increase the aggregate shareholding of the Concert Party in the Company to 32.6% (assuming that no 2019 Share Awards or Trust Options vested or are purchased and the Existing CP Awards had not vested or were not exercised (as applicable)).

If the maximum repurchase of Ordinary Shares authorised (including the Call Options previously authorised) was carried out by the Company and also the maximum number of 2019 Share Awards, Trust Options and the Existing CP Awards vested and were exercised, these changes would increase the aggregate shareholding of the Concert Party in the Company to 33.1% (assuming that the Concert Party did not sell any Ordinary Shares in the repurchase of Ordinary Shares and assuming no other issue of Ordinary Shares to any other person).

### Intentions of the members of the Concert Party

The members of the Concert Party have confirmed that it would be their intention that, following any increase in their proportionate shareholding as a result of the grant of the 2019 Share Awards and Trust Options referred to above, the business of the Company would be continued in the same manner as at present, with no changes in respect of any research and development functions, no redeployment of the Company's fixed assets and no changes in strategic plans and therefore there will be no repercussions on employment and the location of the Company's business or on the location of the Company's headquarters and headquarters functions. The members of the Concert Party are also not intending to terminate the continued employment of or make any material changes to the existing employment rights, including pension rights, of any of the employees or management of the Company, or to the balance of the skills and functions of the employees and management of the Company. The members of the Concert Party have no intention to cause the Company to cease to maintain any of the trading facilities in respect of the Ordinary Shares of the Company.

**The Concert Party have also confirmed that they have no intention of making an offer for the Company if the Waiver Resolutions are approved by Independent Shareholders. The members of the Concert Party will be bound by this statement for six months from the date of this document in accordance with Rule 2.8 of the Takeover Code. However, Shareholders should be aware that the restrictions in Rule 2.8 will no longer apply to members of the Concert Party in the circumstances set out in Note 2 to Rule 2.8 of the Takeover Code.**

## Responsibility

The Directors, whose names appear below, and the Company accept responsibility individually and collectively for the information contained in this document (including any expressions of opinion). To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Andy Bell and Fergus Lyons accept responsibility individually and collectively for the information contained in this document relating to the Concert Party (including any expressions of opinion). To the best of the knowledge and belief of Andy Bell and Fergus Lyons (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

## The Directors

The current Directors of the Company are:

Leslie (Les) Michael Platts, Non-Executive Chairman  
Andrew (Andy) James Bell, Chief Executive Officer  
Michael Thomas Summersgill, Chief Financial Officer  
Laura Martine Carstensen, Non-Executive Director and Senior Independent Director  
Eamonn Michael Flanagan, Independent Non-Executive Director  
Simon Turner, Independent Non-Executive Director

## Interests and dealings

### The Directors and Concert Party

As at the close of business on the Latest Practicable Date, the interests of the Directors and of their immediate families and of persons connected with the Directors (within the meaning of Section 252 of the Act) in Ordinary Shares were as follows:

Table 2

Name	Number of issued Ordinary Shares	Percentage of current issued share capital	Number of Ordinary Shares under option under Share Awards
Les Platts	602,942	0.15%	0
Andy Bell	98,347,470	24.04%	610,263
Michael Summersgill	1,872,675	0.46%	220,477
Laura Carstensen	52,045	0.01%	0
Eamonn Flanagan	151,090	0.04%	0
Simon Turner	279,142	0.07%	0

The interests of the members of the Concert Party in Ordinary Shares as at the close of business on the Latest Practicable Date are set out in Table 1 on page 8 of this document.

In the 12 months prior to the Latest Practicable Date, the following dealings by the Directors, members of the Concert Party, their immediate families or persons connected (within the meaning of Section 252 of the CA 2006) with the Directors and members of the Concert Party have taken place:

Table 3

Name	Date of dealing	Nature of dealing	Number of Ordinary Shares	Price (£)
Fergus Lyons	12/12/18	Award of BAYE shares	31	0
Andy Bell	19/12/18	Transfer to wife	4,704,000	0
Simon Turner	18/03/19	Transfer to child via Bed and ISA	5281	0
Simon Turner	18/03/19	Transfer to child via Bed and LISA	858	0
Simon Turner	18/03/19	Transfer to child via Bed and Dealing Account buyback	3120	0
Simon Turner	18/03/19	Transfer to child via Bed and ISA	6140	0
Simon Turner	18/03/19	Transfer to child via Bed and Dealing Account buyback	6682	0
Michael Summersgill	15/02/19	Transfer to wife	1,731,272	0
Fergus Lyons	15/02/19	Transfer to wife	2,500,000	0
Fergus Lyons	15/02/19	Transfer to child and child's husband	288,000	0
Eamonn Flanagan	18/02/19	Transfer to wife	104,090	0
Fergus Lyons	07/06/19	Exercise of CSOP share options	57,692	0.52
Fergus Lyons	07/06/19	Sale to cover CSOP exercise price	7,774	3.86
Fergus Lyons	07/06/19	Sale	49,918	3.77
Janet Albrecht	31/07/19	Sale	276,134	4.15
Simon Turner	13/08/19	Bed and ISA	5,180	0
James Arthur Bell (deceased)	24/10/19	Transfer to spouse	25,000	0
Fergus Lyons	12/12/19	Exercise of EIP share options	35,587	0.000125
Les Platts	11/12/19	Sale	66,993	4.00
Laura Carstensen	11/12/19	Sale	52,045	4.00
Eamonn Flanagan	11/12/19	Sale	5,500	4.00
Simon Turner	11/12/19	Sale	30,000	4.00
Michael Summersgill	11/12/19	Sale	435,809	4.00
Fergus Lyons	11/12/19	Sale	895,250	4.00
Marion Flanagan	11/12/19	Sale	10,000	4.00
Lucy Summersgill	11/12/19	Sale	3,500	4.00
Caroline Lyons	11/12/19	Sale	3,500	4.00
Sophie O'Brien	11/12/19	Sale	62,500	4.00
Sophie O'Brien and Daniel O'Brien	11/12/19	Sale	60,000	4.00
Andy Bell	12/12/19	Conditional Award of EIP Options	225,587	4.01
Fergus Lyons	12/12/19	Conditional Award of EIP Options	39,873	4.01
A J Bell Trust	12/12/19	Conditional Award of Trust Options	2,493,766	4.01
Michael Summersgill	12/12/19	Award of EIP Options	84,352	4.01
Andy Bell	17/12/19	Sale	5,500,000	4.20

As at the Latest Practicable Date, an aggregate amount of 5,337,945 options over Ordinary Shares were outstanding. Such amounts are inclusive of awards made to Directors and members of the Concert Party as set out in Table 1 and Table 2.

Save as disclosed in Table 3, no dealings by the Directors, their immediate families or persons connected (within the meaning of Section 252 of the CA 2006) with the Directors or by members of the Concert Party have taken place in the 12 months prior to the Latest Practicable Date.

Save as disclosed in this document, neither any member of the Concert Party, nor any person acting in concert with any member of the Concert Party, has any interests in the issued share capital of the Company or any rights to subscribe or short positions in any Ordinary Shares nor have they had any dealings in or borrowed or lent relevant securities (excluding any borrowed relevant securities which have either been on lent or sold) in the 12 months prior to the Latest Practicable Date.

### Other interests and dealings

Other than the interests set out in Table 2, no Director or any close relatives or related trusts, any connected adviser (except in the capacity of exempt fund manager or an exempt principal trader) nor any person acting in concert with the Company is at the Latest Practicable Date interested in any relevant securities of the Company or has any rights to subscribe or short positions in any relevant securities of the Company and there are no relevant securities which the Company or any person acting in concert with the Directors has borrowed or lent (excluding any borrowed relevant securities which have either been on lent or sold).

As at the close of business on the Latest Practicable Date no loan or guarantee has been granted or provided by the Company to any Director or any person connected with them.

### Directors' service agreements

The Company entered into service contracts with the Executive Directors of the Company. The principal terms of these contracts are set out below:

- (a) Andy Bell (Chief Executive Officer) entered into a service agreement with the Company on 1 November 2018. Mr Bell is entitled to receive an annual salary of £481,752 with effect from 1 October 2019. Mr Bell's employment is terminable by 6 months' notice given by either party. The Company may, at its discretion, terminate Mr Bell's employment immediately by making a payment to him in lieu of his basic salary. Mr Bell is entitled to private medical insurance. His service agreement includes standard summary termination provisions and post termination restrictive covenants which apply for a period of 6 months following the termination of his employment.
- (b) Michael Summersgill (Chief Financial Officer) entered into a service agreement with the Company on 1 November 2018. Mr Summersgill is entitled to receive an annual salary of £225,504 with effect from 1 October 2019. Mr Summersgill's employment is terminable by 6 months' notice given by either party. The Company may, at its discretion, terminate Mr Summersgill's employment immediately by making a payment to him in lieu of his basic salary. Mr Summersgill is entitled to private medical insurance. His service agreement includes standard summary termination provisions and post termination restrictive covenants which apply for a period of 6 months following the termination of his employment.

The Non-Executive Directors are appointed by letters of appointment and do not have service contracts. The principal terms of these letters of appointment are set out below as entered into on 7 November 2018:

- (a) Les Platts (Non-Executive Chairman) was appointed to the board of the Company on 15 September 2008. The annual fee payable to Mr Platts is £115,000 with effect from 1 October 2019. The number of days Mr Platts is required to spend on Company business is 25 days per year. The notice period for either the Company or Mr Platts to terminate the appointment is one month.
- (b) Laura Carstensen (Non-Executive Director) was appointed to the board of the Company on 29 March 2018. The annual basic fee payable to Ms Carstensen is £40,000 plus £5,000 for acting as a committee chair. The number of days Ms Carstensen is required to spend on Company business is 25 days per year. The notice period for either the Company or Ms Carstensen to terminate the appointment is one month.
- (c) Eamonn Flanagan (Non-Executive Director) was appointed to the board of the Company on 22 March 2018. The annual basic fee payable to Mr Flanagan is £40,000 plus £5,000 for acting as a committee chair. The number of days Mr Flanagan is required to spend on Company business is 25 days per year. The notice period for either the Company or Mr Flanagan to terminate the appointment is one month.
- (d) Simon Turner (Non-Executive Director) was appointed to the board of the Company on 1 July 2014. The annual basic fee payable to Mr Turner is £40,000 plus £5,000 for acting as a committee chair. The number of days Mr Turner is required to spend on Company business is 25 days per year. The notice period for either the Company or Mr Turner to terminate the appointment is one month.

### Material contracts

Other than detailed below, no contracts have been entered into by the Company (or any of its subsidiaries) or any member of the Concert Party, other than in the ordinary course of business, within the period of two years prior to the publication of this document which are or may be material.

In November 2018 the Company entered into an underwriting and sponsor agreement with, among others, Numis Securities Limited and the Directors. A full summary of this agreement is set out in paragraph 11.1 of Part 9 (pages 193 and 194) of the Prospectus.

In November 2018 the Company also entered into a Relationship Agreement with Andy Bell and Fergus Lyons. A full summary of this agreement is set out in paragraph 11.2 of Part 9 (page 194) of the Prospectus.

### Historical market value of ordinary shares

Table 4 below shows the closing middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the first dealing day in each of the six months prior to the date of this document and for the Last Practicable Date.

Table 4

Date	Price per Ordinary Share (pence)
1 July	402.00
1 August	408.00
2 September	408.50
1 October	399.00
1 November	385.00
2 December	402.00
17 December	423.50

## General

Numis has given and has not withdrawn its written consent to the issue of this document with the inclusion in it of the references to its name and its advice to the Directors in the form and context in which it appears.

There is no agreement, arrangement, or understanding (including any compensation arrangement) between the members of the Concert Party or any person acting in concert with them, and any of the Directors, recent directors of the Company, Shareholders or recent shareholders of the Company having any connection with or dependence upon the grant of the 2019 Share Awards or Trust Options set out in this document, or having any connection with or dependence upon the Company having the flexibility to approve any repurchase of own shares.

No agreement, arrangement or understanding exists whereby any Ordinary Shares acquired pursuant to the vesting of the 2019 Share Awards or exercise of the Trust Options will be transferred to any other person. Any Ordinary Shares acquired by the Company under any repurchase of own shares if any takes place will be cancelled by the Company or held as treasury shares and there is no agreement, arrangement or understanding to transfer such Ordinary Shares to any other person.

There has been no known significant change in the financial or trading position of the Company since 30 September 2019. Information on the nature of the Company's business and the Company's financial and trading prospects can be found in the Financial Review on pages 24 to 26 in the Annual Report.

All information relating to the financial position of the Group required by Rules 24.3(a) and 24.3(e) of the City Code on Takeovers and Mergers may be found in the Annual Report.

The Annual Report and the consolidated accounts of the Company for the last two financial years and summaries of material contracts and description of the Call Options set out in the Prospectus are all hereby incorporated by reference into this document and the relevant hyperlinks are set out below.

- The Annual Report that is incorporated by reference into this document is available at: <https://www.ajbell.co.uk/investor-relations/reports>
- The annual report and accounts of the Company for the financial year ended 30 September 2018 is available at: <https://www.ajbell.co.uk/investor-relations/reports>
- The annual report and accounts of the Company for the financial year ended 30 September 2017 is available at: <https://www.ajbell.co.uk/investor-relations/reports>
- The summaries of the material contracts set out in paragraph 11 of Part 9 on pages 193 and 194 and description of the Call Options set out in paragraph 6 of Part 9 of the Prospectus is available at <https://www.ajbell.co.uk/investor-relations/ipo-disclaimer>.

No copies of this information will be sent to any person unless requested. If you have received this document in electronic form, you may request a hard copy of this document and/or any information incorporated into this document by reference by contacting the Company Secretary at AJ Bell plc, 4 Exchange Quay, Salford Quays, Manchester, M5 3EE or on 0345 408 9100, between 8.45 a.m. and 5.15 p.m. (UK time), Monday to Friday (excluding public holidays) or by email to [Bruce.Robinson@ajbell.co.uk](mailto:Bruce.Robinson@ajbell.co.uk) with your full name and the full address to which the hard copy may be sent. You may also request that any future documents, announcements and information to be sent to you in relation to the matters set out in this document should be in hard copy form.

The address of each of the members of the Concert Party is c/o the Company Secretary at AJ Bell plc, 4 Exchange Quay, Salford Quays, Manchester, M5 3EE.

## Documents available for inspection

Copies of the following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at 4 Exchange Quay, Salford Quays, Manchester, M5 3EE and (other than in relation to the Directors' service agreements and letters of appointment) on the website of the Company at <https://www.ajbell.co.uk/investor-relations> up to and including 22 January 2020:

- the articles of association of the Company;
- the written consent of Numis referred to above;
- this document; and
- the Directors service agreements and letters of appointment.

## Additional information in relation to the Trust Options

### Trust Options Structure

The grant of market value share options by the Company in favour of the A J Bell Trust, which are only exercisable if certain conditions are satisfied including the approval of the Independent Shareholders.

### Option conditions

The Trust Options are subject to the following conditions:

- a) The Trust Options were granted (conditional upon the passing of the related Waiver Resolution by the Independent Shareholders at the AGM) over shares with a value of £10 million (rounded up to the nearest share) based on the average mid-market closing share price between 5 and 11 December 2019.
- b) The Trust Options will be exercisable in three equal tranches of Ordinary Shares, dependent upon the increase in the diluted earnings per share ("**EPS**"), subject to the underpin conditions set out in section (e) below as a safety net. If and to the extent that any of the conditions are not satisfied by the applicable date, the relevant tranche of the Trust Options will lapse.
- c) The exercise of each tranche of the Trust Options will be conditional upon the EPS (as shown in the audited accounts) for the financial years ending on 30 September 2022, 2023 and 2024 respectively, (each such date being a "**Performance Measurement Date**") in relation to the EPS of 7.47 pence for the financial year ending on ended 30 September 2019 ("**Base EPS**") having increased by more than:
  - (i) 90% in relation to the year ending 30 September 2022;
  - (ii) 115% in relation to the year ending 30 September 2023; and
  - (iii) 140% in relation to the year ending 30 September 2024.
- d) In the event that the target is met in respect of the relevant Performance Measurement Date, for each full 1 percentage point by which the target is exceeded, the relevant tranche of the Trust Options will be exercisable in respect of 10% of the relevant shares.
- e) The exercise of each tranche of the Trust Options will be conditional upon (i) the chair of the Risk and Compliance Committee confirming that no excessive risk has been taken in achieving the relevant target, including any material reduction in the amount of surplus regulatory capital held, and (ii) the Board confirming that there has been no degradation in the quality of earnings in achieving the relevant EPS target.
- f) Subject to the achievement of the relevant performance targets, the Trust Options will be exercisable once the Board has approved the accounts for the relevant financial period and confirmed that the circumstances referred to in paragraph (e) do not exist. If they do exist, the Board will have the discretion to reduce the amount of the award, in whole or in part.
- g) Early exercise will be permitted in the event of a change of control (or comparable event), in which case the exercise of all subsisting unvested options (including those which will otherwise be subject to an EPS condition), will in the case of each tranche be conditional only upon the consideration payable by the acquirer for the Company's shares (whether in cash, securities issued by the acquirer or some other form) being equal to or greater than:
  - (i) if the change of control takes place before 30 September 2022, 175% of the market value at the date of grant; or
  - (ii) if the change of control takes place before 30 September 2023, 200% of the market value at the date of grant; or
  - (iii) if the change of control takes place before 30 September 2024, 225% of the market value at the date of grant.
- h) There will be no restrictions on the ability of the Company to issue additional shares or otherwise vary the share capital of the Company, but the Board will have the discretion to adjust the number of shares which are subject to the options in what the Board considers to be a fair and reasonable way. This will include a discretion to adjust the number of options to take account of the impact of a share buyback. No adjustment will be made to the calculation of the EPS.

## Definitions

"**2019 Share Awards**" the conditional share awards and the invitations to participate in the acquisition of Ordinary Shares made to certain members of the Concert Party during the Company's financial year ending 30 September 2020 pursuant to the rules of the EIP and BAYE respectively;

"**AJ Bell**" or "**the Company**" AJ Bell plc;

"**Annual General Meeting**" or "**AGM**" (save where the context requires otherwise) the annual general meeting of AJ Bell called by the Notice, including any adjourned meeting;

"**Annual Report and Accounts**" the consolidated financial statements of the Company for the financial period ended on 30 September 2019 together with the reports of the Directors and the auditor;

"**Audit Committee**" the audit committee of the Company;

"**BAYE**" the AJ Bell Buy As You Earn Scheme;

"**BAYE Shares**" the Ordinary Shares to be acquired pursuant to the BAYE;

"**CA 2006**" or the "**Act**" the Companies Act 2006, as amended;

"**Call Options**" the call options in favour of the Company over Ordinary Shares held by employees as more fully described in paragraph 6 of Part 9 of the Prospectus;

"**Concert Party**" the concert party comprising Andy Bell, Fergus Lyons and each of their closely associated persons as more particularly set out on page 8 of this document;

"**CREST**" the electronic trade settlement system for uncertificated securities;

"**CREST Manual**" a reference manual for the users of CREST as provided by Euroclear UK & Ireland Limited;

"**Daily Official List**" the daily record setting out the prices of all trades in securities conducted on the London Stock Exchange;

"**Directors**" or "**Board**" the directors of AJ Bell;

"**EIP**" the AJ Bell Executive Incentive Plan;

"**EIP Awards**" share awards made pursuant to the EIP;

"**Executive Directors**" Andy Bell and Michael Summersgill;

"**Existing CP Awards**" share awards made to members of the Concert Party in previous financial years which were still subsisting at the Latest Practicable Date and as shown in Table 1 on page 8 of this document;

"**FCA**" the United Kingdom Financial Conduct Authority;

"**Form of Proxy**" the hard copy form of proxy for use by Shareholders in connection with the AGM available upon request from the Company's registrars, Link Asset Services Limited, by calling 0371 664 0300;

"**Group**" AJ Bell and its subsidiary undertakings;

"**Independent Directors**" the Directors other than Andy Bell;

"**Independent Shareholders**" the Shareholders other than members of the Concert Party and their nominees;

"**Latest Practicable Date**" close of business on 17 December 2019 being the latest practicable date prior to the publication of this document;

"**Listing Rules**" the listing rules made by the FCA pursuant to Part VI of the Financial Services and Markets Act 2000, as amended;

"**London Stock Exchange**" London Stock Exchange plc;

"**Non-Executive Directors**" Les Platts, Laura Carstensen, Eamonn Flanagan and Simon Turner;

"**Notice**" the notice to Shareholders of AJ Bell's Annual General Meeting as detailed on pages 16 to 20 of this document;

"**Numis**" Numis Securities Limited whose registered office is at 10 Paternoster Square, London, EC4M 7LT;

"**Official List**" the Official List maintained by the FCA;

"**Ordinary Shares**" ordinary shares of £0.000125 each in the capital of AJ Bell;

"**Panel**" the Panel on Takeovers and Mergers;

"**Prospectus**" the Prospectus relating to the Company published by the Company on 27 November 2018;

"**Remuneration Committee**" the remuneration committee of the Company;

"**Risk and Compliance Committee**" the risk and compliance committee of the Company;

"**Share Awards**" together, the 2019 Share Awards and the Existing CP Awards;

"**Shareholders**" holders of Ordinary Shares;

"**Takeover Code**" the City Code on Takeovers and Mergers;

"**Trust**" the AJ Bell Trust, a registered charity of which Andy Bell and his wife are two of the four directors and trustees;

"**Trust Options**" the conditional share options granted by the Company to the Trust as more particularly set out on page 14 of this document;

"**Waiver**" the waiver of any requirement under Rule 9 of the Takeover Code for the Concert Party and persons acting in concert with it to make a general offer to Shareholders by reason of:

1. the purchase by AJ Bell of up to 40,915,574 Ordinary Shares, as a result of which the aggregate interest of the Concert Party would increase to 32.6% (assuming that: (a) none of the 2019 Share Awards proposed to be granted vest; (b) none of the Existing CP Awards granted vest or are exercised; (c) none of the Trust Options vest or are exercised (d) no Ordinary Shares are repurchased from any members of the Concert Party; and (e) no other Ordinary Shares are issued); and
2. the issue of up to 266,166 Ordinary Shares to members of the Concert Party pursuant to 2019 Share Awards, which are in addition to the Existing CP Awards, as a result of which the aggregate interest of the Concert Party would increase to 29.4% (assuming that: (a) all such Share Awards vest or are exercised in full (and the resulting Ordinary Shares are retained by members of the Concert Party); (b) no Ordinary Shares are repurchased from any members of the Concert Party; (c) none of the Trust Options vest or are exercised and (d) no other Ordinary Shares are issued); and
3. the issue of up to 2,493,766 Ordinary Shares to the Trust under the Trust Options, as a result of which the aggregate interest of the Concert Party would increase to 29.7% (assuming that: (a) all of the Trust Options vest and are exercised in full (and the resulting Ordinary Shares are retained by the Trust); (b) no Ordinary Shares are repurchased from any members of the Concert Party; (c) none of the 2019 Share Awards proposed to be granted vest or are exercised; (d) none of the Existing CP Awards granted vest or are exercised and (e) no other Ordinary Shares are issued);

"**Waiver Resolutions**" The resolutions numbered 18, 19 and 20 to be proposed at the AGM and set out in the Notice.

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of AJ Bell plc (the "Company") will be held at 4 Exchange Quay, Salford Quays, Manchester M5 3EE on 22 January 2020 at 10 am to transact the following business.

Resolutions 1 to 14 and 18 to 20 will be proposed as ordinary resolutions and resolutions 15 to 17 will be proposed as special resolutions.

## Ordinary resolutions

### 1. Resolution 1 – Report and Accounts

To receive and adopt the Company's annual accounts for the financial year ended 30 September 2019 together with the directors' reports and the auditor's report on those accounts.

### 2. Resolution 2 – Directors' Remuneration Report

To approve the directors' remuneration report, excluding the directors' remuneration policy set out on pages 58 to 63 of the directors' remuneration report, for the financial year ended 30 September 2019.

### 3. Resolution 3 – Directors' Remuneration Policy

To approve the directors' remuneration policy, set out on pages 58 to 63 of the directors' remuneration report, which takes effect immediately after the end of this meeting.

### 4. Resolution 4 – Final Dividend

To declare a final dividend for the financial year ended 30 September 2019 of 3.33 per ordinary share payable on 31 January 2020 to shareholders on the register of members at the close of business on 10 January 2020.

### 5. Resolution 5 – Re-Election of Mr Andy Bell

To re-elect Mr Andy Bell as a director of the Company.

### 6. Resolution 6 – Re-Election of Mr Michael Summersgill

To re-elect Mr Michael Summersgill as a director of the Company.

### 7. Resolution 7 – Re-Election of Mr Leslie Platts

To re-elect Mr Leslie Platts as a director of the Company.

### 8. Resolution 8 – Re-Election of Ms Laura Carstensen

To re-elect Ms Laura Carstensen as a director of the Company.

### 9. Resolution 9 – Re-Election of Mr Simon Turner

To re-elect Mr Simon Turner as a director of the Company.

### 10. Resolution 10 – Re-Election of Mr Eamonn Flanagan

To re-elect Mr Eamonn Flanagan as a director of the Company.

### 11. Resolution 11 – Appointment of auditors

To appoint BDO LLP as auditors of the Company from the conclusion of this meeting until the end of the next general meeting at which accounts are laid before the shareholders.

### 12. Resolution 12 – Auditors' remuneration

To authorise the audit committee of the board to fix the auditors' remuneration.

### 13. Resolution 13 – Political Donations

That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at the time at which this resolution is passed or at any time during the period for which this resolution has effect are authorised to:

- (a) make political donations to political parties, as defined in sections 363 and 364 of the Act, not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties, as defined in sections 363 and 364 of the Act, not exceeding £50,000 in total; and
- (c) incur political expenditure, as defined in section 365 of the Act, not exceeding £50,000 in total,

in each case during the period beginning with the date of the passing of this resolution and ending 28 February 2021 or, if sooner, at the conclusion of the next annual general meeting of the Company after the passing of this resolution. In any event, the aggregate amount of political donations and political expenditure made and incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £50,000.

#### **14. Resolution 14 – Authority to allot shares**

That the directors of the Company are generally and unconditionally authorised pursuant to section 551 of the Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £34,096.31 (including within such limit any shares issued or rights granted under paragraph (b) below) in connection with an offer by way of rights issue:
  - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and subject to such exclusions or other arrangements as the directors consider necessary or expedient in relation to fractional entitlements, legal, regulatory or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter; and

- (b) in any other case up to an aggregate nominal amount of £17,048.16 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in paragraph (a) above in excess of £17,048.16);

and so that the directors may impose any limits or restrictions and make any arrangements as the Directors deem necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, any legal, regulatory or practical problems in, or under the laws of, any territory, or any other matter, such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, on 28 February 2021), but, in each case, prior to such expiry the Company may make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority had not expired.

#### **Special resolutions**

##### **15. Resolutions 15.1 and 15.2 – Disapplication of pre-emption rights**

15.1 That, subject to the passing of resolution 14, the directors are generally authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities or sale of treasury shares in connection with an offer or issue by way of rights or other pre-emptive offer or issue (but in the case of the authority granted under paragraph (a) of resolution 14, by way of a rights issue only) (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings, and (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, subject to such exclusions or other arrangements as the directors consider necessary or expedient in relation to fractional entitlements, legal or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in, any territory, or any other matter; and
- (b) to the allotment of equity securities or sale of treasury shares, otherwise than pursuant to paragraph (a) of this resolution, up to a nominal amount of £2,557.22

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 28 February 2021, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

15.2 That, subject to the passing of resolution 14, the directors are authorised in addition to any authority granted under resolution 15.1 to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,557.22; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of directors of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 28 February 2021 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

## **16. Resolution 16 – Market Purchases**

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 40,915,574 (representing 10 per cent of the Company's issued share capital as at the Latest Practicable Date);
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is £0.000125;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased;
- (d) this authority shall expire at the end of the next annual general meeting of the Company after the passing of this resolution or on 28 February 2021 whichever is the earlier (unless previously renewed, varied or revoked by the Company in general meeting); and
- (e) the Company may, before such expiry, enter into one or more contracts to purchase ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

## **17. Resolution 17 – Notice period for general meetings other than AGMs**

That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

## **Ordinary resolutions of the independent shareholders**

### **18. Resolution 18 – Market purchases waiver resolution**

To resolve that the waiver granted by the Panel on Takeovers and Mergers of any requirements under Rule 9 of the Takeover Code for members of the Concert Party to make a general offer to shareholders by reason of any increase in the percentage of ordinary shares in which members of the Concert Party are interested as a result of purchases by the Company of up to 40,915,574 ordinary shares pursuant to the authority granted by resolution 16 be and is hereby approved.

### **19. Resolution 19 – 2019 Share Awards waiver resolution**

To resolve that the waiver granted by the Panel on Takeovers and Mergers of any requirements under Rule 9 of the Takeover Code for members of the Concert Party to make a general offer to shareholders by reason of any increase in the percentage of ordinary shares in which members of the Concert Party are interested as a result of the issue or purchase of up to 266,166 ordinary shares to members of the Concert Party pursuant to the grant and vesting and/or exercise and/or purchase of up to 266,166 2019 Share Awards be and is hereby approved.

### **20. Resolution 20 – grant of options to AJ Bell Trust waiver resolution**

To resolve that the waiver granted by the Panel on Takeovers and Mergers of any requirements under Rule 9 of the Takeover Code for members of the Concert Party to make a general offer to shareholders by reason of any increase in the percentage of ordinary shares in which members of the Concert Party are interested as a result of the issue of up to 2,493,766 ordinary shares to the AJ Bell Trust pursuant to the grant and vesting and/or exercise of up to 2,493,766 ordinary shares under a share option grant be and is hereby approved.



**Christopher Bruce Robinson**

Company Secretary

Dated 19 December 2019

Registered office:  
4 Exchange Quay,  
Salford Quays  
Manchester  
England  
M5 3EE

# Notes to the Notice of Annual General Meeting

## Proxies

Shareholders can vote online by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions. Shareholders are also entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. 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 be a shareholder of the Company. In order to vote online a shareholder will need an investor code ("IVC") which is detailed on your share certificate or is available by calling the Company's Registrar, Link Asset Services Limited, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, or by telephone on 0371 664 0300. Lines are open 9.00am to 5.30pm Monday to Friday excluding public holidays in England and Wales. You may request a hard copy Form of Proxy by calling the same number. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. To appoint more than one proxy you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned to Link Asset Services at the above address together in the same envelope.

Shareholders who are CREST members may use the electronic proxy voting service provided by Euroclear UK and Ireland Limited ("**Euroclear**") as described below.

To be valid, any Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed (or a duly certified copy thereof), must be received by post or (during normal business hours only) by hand at the Company's registrar Link Asset Services Limited PXS 34 Beckenham Road, Beckenham, BR3 4TU, no later than 10.00am on 20 January 2020.

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described below) will not prevent a shareholder attending the AGM and voting in person if they wish to do so.

## Instructions for electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies through CREST electronic proxy appointment service may do so for the AGM, and any adjournment(s) thereof, by using the procedures and to the address described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)) subject to the provisions of the Company's articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear's specifications, and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID number RA10) no later than 10:00am on 20 January 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Link Asset Services 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST members concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider(s) takes(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 sponsor or voting system provider(s) 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 (the "**Regulations**").

## Documents on display

Copies of service agreements under which the Executive Directors of AJ Bell are employed together with copies of the terms and conditions of appointment of Non-Executive Directors are available for inspection at AJ Bell's registered office during normal business hours from the date of this Notice until the date of the AGM (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the meeting.

A copy of this Notice, and other information required by section 311A of the Act, can be found at: <https://www.ajbell.co.uk/investor-relations/agma>.

## Nominated persons

The right to appoint proxies does not apply to any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "**Nominated Person**"). Nominated Persons are hereby informed that they may, under an agreement between him/her and the Shareholder by whom he/she is nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.

## Voting at the AGM

It is intended that voting on all resolutions at the AGM will be conducted on a poll, rather than a show of hands. The Directors believe that this produces more democratic results, as all shares represented at the AGM and those lodged before the AGM are included in the results of the voting on a one share, one vote basis.

## Right to attend and vote

Pursuant to Regulation 41 of the Regulations and section 360(B)(2) of the Act, the Company has specified that in order to have the right to attend and vote at the meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at close of business on 20 January 2020, or in the event of any adjournment, at close of business on the date which is two days (for these purposes, ignoring non-working days) before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## Total number of shares and voting rights

As at the Latest Practicable Date, the Company's issued share capital comprised 409,155,743 ordinary shares of £0.000125 each, all of which carry voting rights in relation to all circumstances at general meetings of the Company. Therefore, the total voting rights in the Company as at the Latest Practicable Date were 409,155,743.

### **Website publication of audit concerns**

Under section 527 of the Act, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act (in each case) that the members propose to raise at the AGM. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on its website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.

### **Corporate Shareholders**

A Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Shareholder, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

### **Right to ask questions**

Any shareholder attending the AGM 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.

### **Communication**

You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this Notice (or in any related documents including the Annual Report and Accounts and the Form of Proxy) to communicate with AJ Bell for any purposes other than those expressly stated.

### **Explanatory notes**

Explanatory notes in relation to the resolutions to be proposed at the annual general meeting are set out in the Chairman's Letter on pages 3 to 6.



(Incorporated and registered in England and Wales  
with Registered Number 04503206)  
4 Exchange Quay, Salford Quays  
Manchester, England M5 3EE



**KPMG LLP**

15 Canada Square  
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United Kingdom

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**Private & confidential**

AJ Bell PLC  
4 Exchange Quay  
Salford Quays  
Manchester  
M5 3EE

Your ref

Our ref AS/SK

Contact Alexander Simpson  
Tel 020 7311 1000

19 December 2019

Dear Directors

**Statement to AJ Bell PLC (no. 04503206) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006**

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we decided not to participate.

We consider that there is no matter connected with our ceasing to hold office, whether the above reason or otherwise, that needs be brought to the attention of the company's members or creditors.

Yours faithfully

KPMG LLP  
Audit registration number: 9188307

Audit registration address:  
15 Canada Square  
Canary Wharf  
London E14 5GL