

## **Notice of Annual General Meeting 2017**

**The Annual General Meeting (“AGM”) of Orchard Funding Group plc (the “company”) will be held on Wednesday 6 December 2017 at 10:00am at the company’s registered office at 721 Capability Green, Luton, Bedfordshire LU1 3LU.**

**This document is important and requires your immediate attention.**

If you are in any doubt as to any of the content of this document or as to the action you should take, you should immediately seek your own advice from a stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or another appropriately authorised independent adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in Orchard Funding Group plc you should forward this document (but not the accompanying personalised Form of Proxy) to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares.

A Form of Proxy is enclosed with this document for use in connection with the Meeting. To be valid the Form of Proxy for use in connection with the Meeting should be completed, signed and returned to reach the registrar, Neville Registrars, by no later than 10.00 am 4 December 2017. The completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you wish. For full details on proxy appointments, see the notes to the Notice of AGM and the Form of Proxy.

## Contents

Chairman's Letter .....	1
Notice of Annual General Meeting 2016 .....	2
Explanatory Notes to the Notice of Annual General Meeting.....	3
Administrative Notes.....	5

To the shareholders of Orchard Funding Group plc

Dear Shareholder

### **Notice of Annual General Meeting 2017**

I am pleased to give you notice of the company's annual general meeting which will be held at our offices at 721 Capability Green, Luton, Bedfordshire LU1 3LU on Wednesday 6 December 2017 at 10:00am (the "AGM").

The notice convening the AGM is set out on page 2 of this document. An explanation of each of the resolutions to be proposed at the AGM is set out on page 3. There will be an opportunity for you to ask questions at the AGM. I would like to take this opportunity to draw your attention to the following resolutions.

#### **Directors**

The articles of association require directors to retire at the third annual meeting after they were appointed. At the AGM before last all directors were elected by the shareholders therefore no directors need to seek re-election this year and all will remain in office.

Mr Iacovos Koumi was appointed to the board on 31 January 2017. He offers himself for election this year. Mr Koumi's biographical details appear on page 3.

I was appointed to the board on 1 November 2017. I also offer myself for election and my details appear on page 3.

Biographical details of each of the directors at 31 July 2017 appear on page 15 of the annual report and accounts and are also available for viewing on the company's website <http://www.orchardfundinggroupplc.com>.

#### **Voting Arrangements - Action to be taken**

If you would like to vote on the resolutions but will not be attending the AGM, you may appoint a proxy by completing and returning the enclosed Form of Proxy in accordance with the instructions printed on it. Forms of Proxy should be returned so as to be received by the company's registrar, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen B63 3DA as soon as possible and in any event no later than 10:00am on 4 December 2017.

Alternatively, if you hold your shares in CREST, you may appoint a proxy via the CREST system. Notice of your appointment of a proxy should reach the company's registrar, Neville Registrars, by no later than 10:00am on 4 December 2017. If you hold your shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

#### **Poll voting**

Although the Articles of Association permit voting by a show of hands, the resolutions to be considered at the AGM will be voted on by way of a poll. This ensures that shareholders who are not able to attend the AGM, but who have appointed proxies, have their votes fully taken into account.

#### **Recommendation**

The board considers that resolutions 1 to 8 are in the best interests of the company and its shareholders as a whole and recommends that you vote in favour of such resolutions, as the directors intend to do in respect of their own beneficial holdings amounting to 11,458,333 ordinary shares (representing approximately 53.66% of the issued share capital of the company as at 6 November 2017, being the latest practicable date prior to the date of this document).

Yours faithfully,

**Gary Jennison**

Chairman

8 November 2017

## Notice of Annual General Meeting 2017

Notice is hereby given that the Annual General Meeting (“A GM”) of Orchard Funding Group plc (the “company”) will be held at 721 Capability Green, Luton, Bedfordshire LU1 3LU on Wednesday 6 December 2017 at 10:00am to consider and, if thought fit, pass the following resolutions 1 to 8 (inclusive) as ordinary resolutions and resolution 9 as a special resolution:

### Ordinary resolutions

1. To receive and adopt the company's annual accounts for the financial year ended 31 July 2017 and the associated strategic report, and reports of the directors and auditor.
2. To approve the remuneration policy set out in the remuneration report on pages 13 and 14 of the company's annual report and accounts for the financial year ended 31 July 2017.
3. To re-appoint RSM UK Audit LLP as auditor of the company to hold office from the conclusion of the Annual General Meeting until the conclusion of the Annual General Meeting of the company to be held in 2018.
4. To authorise the audit committee to determine the remuneration of the company's auditors.
5. To declare a final dividend of 2p per ordinary share in the company in respect of the year ended 31 July 2017 due and payable on 22 December 2017 to ordinary shareholders on the company's register of shareholders on 8 December 2017.
6. To elect Iacovos Koumi as non-executive director.
7. To elect Gary Antony Jennison as non-executive director.
8. THAT the directors be generally and unconditionally authorised pursuant to and for the purposes of section 551 of the UK Companies Act 2006 (the “Act”) to exercise all the powers of the company to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company up to an aggregate nominal amount of £71,180 (being approximately equal to 1/3<sup>rd</sup> of the ordinary shares in issue at 6 November 2017), and such authority shall expire at the conclusion of the Annual General Meeting of the company to be held in 2018 or at the close of business on 31 December 2018, whichever is the earlier, save that this authority shall allow the company before the expiry of this authority to make offers or agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

The above resolutions will be proposed as ordinary resolutions; this means that for each of those resolutions to be passed a majority of votes cast must be in favour.

### Special resolution

9. THAT, subject to the passing of resolution 8, the directors be and are hereby empowered pursuant to sections 570 and 573 of the UK Companies Act 2006 (the “Act”) to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority granted by resolution 8 or by way of a sale of treasury shares up to an aggregate nominal amount of £21,354 (being approximately equal to 10% of the ordinary shares in issue at 6 November 2017) as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall expire at the conclusion of the Annual General Meeting of the company to be held in 2018 or at the close of business on 31 December 2018, whichever is the earlier, save that this power shall allow the company before the expiry of this power to make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offers.

The above resolution will be proposed as a special resolution; this means that for it to be passed not less than three quarters of the votes cast must be in favour.

By order of the Board

**Liam McShane**

Company secretary  
8 November 2017

## Explanatory Notes to the Notice of Annual General Meeting

Resolutions 1 to 8 are being proposed as ordinary resolutions. For an ordinary resolution to be passed, a simple majority of the votes cast must vote in favour of the resolution.

Resolution 9 is being proposed as a special resolution; this means that for it to be passed not less than three quarters of the votes cast must be in favour.

**Resolution 1** deals with the receipt of the annual accounts for the financial year ended 31 July 2017 and the associated strategic report and reports of the directors and auditor. The annual report and accounts accompany this document.

**Resolution 2** invites shareholders to approve the remuneration policy in the remuneration report on pages 14 and 15 of the company's annual report and accounts for the financial year ended 31 July 2017. Resolution 2 is an advisory vote and will not affect the way in which the company's pay policy has been implemented. Each year, shareholders will be given an advisory vote on the implementation of the company's remuneration policy in relation to the payments and, if any, share awards made to directors during the year under review.

**Resolutions 3 and 4** deal with the re-appointment of RSM UK Audit LLP as auditors of the company and the authorisation of the audit committee to determine their remuneration.

**Resolution 5** is to declare a final dividend of 2p per share in respect of the year ended 31 July 2017.

**Resolution 6 and 7.** The company's Articles require that any director appointed to the board retire and seek election by shareholders at the first AGM following appointment, and subsequent re-election at least once every three years. Following the appointment of Mr Iacovos Koumi on 31 January 2017 and Mr Gary Antony Jennison on 1 November 2017, they will both will seek election at this AGM. When making its recommendation to the board in respect of the election of a director, the nominations committee considers the balance of skills, experience, independence and knowledge on the board and reviews the commitment and effectiveness of the director. Accordingly, the board has resolved that both Iacovos and Gary are effective, committed to their roles and have sufficient time available to perform their duties to the company. The board therefore and recommends their election.

### **Iacovos Koumi:**

Iacovos has over 30 years of senior-level experience in banking and finance. From 1999 to 2015 he served as CEO and previously CFO at Bank of Cyprus UK, a focused business and retail bank, where he led the conversion of the firm from an EEA passported branch to a UK authorised and incorporated bank. Before that he was CFO of Ansbacher, a City-based investment and private banking group. He is a Fellow of the Institute of Chartered Accountants in England & Wales, having qualified with KPMG in London, and has a First Class Honours Degree in Mathematics from the University of Warwick. Mr Koumi's other appointments include serving as non-executive director of NETinfo Plc, a developer of digital banking and mobile payment systems, which is listed on the Emerging Companies Market of the Cyprus Stock Exchange.

### **Gary Jennison:**

Gary has 39 years of retail banking and financial services experience. Until February 2017, he served as CEO of European Business Operations at The Warranty Group, where he played an integral role in taking the business onto a growth platform of increasing revenue and profits. He served as Deputy CEO for a period of 2 years with non-standard mortgage lender Jerrold Holdings Limited, which he joined from Payzone, where he was the UK MD for two and a half years. Prior to that, he held the role of CEO of Secure Trust Bank and was a director of Arbuthnot Banking Group plc for 4 years. Previously he was at Barclays Bank for 4 years where he oversaw

2,000 bank branches and 21,000 employees when he was MD of the UK Branch Network of Barclays. He is currently a director of Solutions Consultants Limited.

**Resolution 8** requests shareholders to give authority to the directors to allot shares. Resolution 8 will, if approved, give the directors authority to allot shares until the conclusion of the Annual General Meeting to be held in 2018 or 31 December 2018, whichever is the earlier. This authority is restricted to the allotment of shares having an aggregate nominal value of up to £71,180 representing approximately 1/3<sup>rd</sup> of the ordinary shares in issue at 6 November 2017 (being the latest practicable date before the date of this document). The company does not currently hold any shares in treasury. The extent of the authority follows the guidelines issued by institutional investors. There are no present plans to allot shares.

**Resolution 9** is to disapply statutory pre-emption rights. Section 561 of the Act gives all shareholders the right to participate on a pro-rata basis in all issues of equity securities for cash, unless they agree that this right should be disapplied. The effect of this resolution is to empower the directors, until the conclusion of the Annual General Meeting to be held in 2018 or 31 December 2018, whichever is the earlier, to allot equity securities for cash, without first offering them on a pro-rata basis to existing shareholders, but only up to a maximum nominal amount of £21,354, representing approximately 10% of the ordinary shares in issue at 6 November 2017 (being the latest practicable date before the date of this document). In addition, the resolution empowers the directors to deal with fractional entitlements and any practical problems arising in any overseas territory on any offer made on a pro-rata basis. The directors consider that it is appropriate for this authority and these powers to be granted to preserve maximum flexibility for the future.

## Administrative Notes

**1. Attending the Annual General Meeting in person** If you wish to attend the Annual General Meeting in person, you should arrive at the venue for the Annual General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity to the company's registrar, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen B63 3DA (the "Registrar"), prior to being admitted to the Annual General Meeting. It would be helpful if you could let the company secretary know in advance, at the registered office, of your intention to attend to ensure sufficient seating is provided.

**2. Appointment of proxies** Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Annual General Meeting. A proxy need not be a member of the company but must attend the Annual General Meeting to represent a member. To be a valid appointment, a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying Form of Proxy. If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the chairman of the Annual General Meeting) and give their instructions directly to them. A member may instruct their proxy to abstain from voting on any resolution to be considered at the Annual General Meeting by marking the 'Vote Withheld' option when appointing their proxy. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' the resolution. The appointment of a proxy will not prevent a member from attending the Annual General Meeting and voting in person if they wish. A person who is not a member of the company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 9 below.

**3. Appointment of a proxy using a Form of Proxy** A Form of Proxy for use in connection with the Annual General Meeting is enclosed. To be valid, a 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 certified copy thereof, must be received by post or (during normal business hours only) by hand by the registrar, Neville Registrars, at Neville House, 18 Laurel Lane, Halesowen B63 3DA no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. If you do not have a Form of Proxy and believe that you should have one, or you require additional Forms of Proxy, please contact the registrar.

**4. Appointment of a proxy through CREST** CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. 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 UK & Ireland Limited's specifications and must contain the information required for such instruction, 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 registrar ID 7RA11 no later than 48 hours (excluding non-working days) before the time of the Annual General Meeting or any adjournment of that meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the Registrar 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 UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy instructions

---

**5. Appointment of proxy by joint holders** In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the company's register of members in respect of the joint holding.

**6. Corporate representatives** Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).

**7. Entitlement to attend and vote** To be entitled to attend and vote at the Annual General Meeting (and for the purpose of determining the votes they may cast), members must be registered in the company's register of members at 10:00 am on 4 December 2017 (or, if the Annual General Meeting is adjourned, at 10:00 am on the day two days (excluding non-working days) prior to the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

**8. Votes to be taken by a poll** At the Annual General Meeting all votes will be taken by a poll rather than on a show of hands. It is intended that the results of the poll votes will be announced to the London Stock Exchange by 6.00 p.m. on 7 December 2017. This will be in terms of whether the votes were passed or otherwise rather than announcing the number or percentage of votes for or against a resolution. Poll cards will be issued on registration to those attending the Annual General Meeting.

**9. Nominated persons** Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the "Act") to enjoy information rights (a "nominated person") may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a nominated person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.

**10. Website giving information regarding the Annual General Meeting** Information regarding the Annual General Meeting, including information required by section 311A of the Act, and a copy of this notice of Annual General Meeting is available from the Investors section of the website at [www.orchardfundinggroupplc.com](http://www.orchardfundinggroupplc.com).

**11. Voting rights** As at 6 November 2017 (being the latest practicable date prior to the publication of this notice) the company's issued share capital consisted of 21,354,167 ordinary shares, carrying one vote each. No shares are held by the company in treasury. Therefore, the total voting rights in the company as at 6 November 2017 were 21,354,167 votes.

**12. Notification of shareholdings** Any person holding 3% or more of the total voting rights of the company who appoints a person other than the chairman of the Annual General Meeting as their proxy will need to ensure that both they, and their proxy, comply with their respective disclosure obligations under the Disclosure Rules and Transparency Rules.

**13. Members' right to require circulation of resolution to be proposed at the Annual General Meeting** Members meeting the threshold requirements set out in the Act have the right to:

- (a) require the company to give notice of any resolution which can properly be, and is to be, moved at the Annual General Meeting pursuant to section 338 of the Act; and/or
- (b) include a matter in the business to be dealt with at the Annual General Meeting, pursuant to section 338A of the Act.

**14. Further questions and communication** Under section 319A of the Act, the company must cause to be answered any question relating to the business being dealt with at the Annual General Meeting put by a member attending the meeting unless answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or the answer has already been given on a website in the form of an answer to a question, or it is undesirable in the interests of the company or the good order of the meeting that the question be answered. Members who have any queries about the Annual General Meeting should contact the company's investor relations team by post at 721 Capability Green, Luton, Bedfordshire LU1 3LU.

---

**15. Documents available for inspection** The following documents will be available for inspection at the registered office of the company during normal business hours on any weekday (Saturdays, Sundays and English public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and on the date of the Annual General Meeting at the location of the meeting from 9:45am until the conclusion of the Annual General Meeting:

- (a) copies of all contracts of service under which directors are employed by the company or any of its subsidiary undertakings; and
- (b) copies of directors' service agreements of the non-executive directors of the company.