
ICSGLOBAL LIMITED

ACN 073 695 584

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00 pm (AEDT)
DATE: Friday, 20 October 2023
PLACE: Hall Chadwick
Level 40
2 Park Street
Sydney NSW 2000

This Notice should be read carefully in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the company at info@icsglobal.com.au

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TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of the Company will be held at 2.00 pm (AEDT) on Friday, 20 October 2023 at:

Hall Chadwick
Level 40
2 Park Street
Sydney NSW 2000

The health and safety of our shareholders and the wider community is paramount, so we please request that you do not attend the Meeting if you feel unwell or have been in contact with someone who may have COVID-19. For the health and safety of all attendees, the Company will observe any government requirements that apply.

For Shareholders who are unable or do not wish to attend the Meeting physically, we encourage you to submit your vote by returning the proxy form enclosed. Instructions for completing and returning the proxy form are set out below and on the form itself. In addition, we will be streaming the meeting via an online facility for those who wish to observe the proceedings remotely. Shareholders may register to observe the Meeting by emailing info@icsglobal.com.au by no later than 48 hours prior to the Meeting (by 2:00 pm AEST on Wednesday 18 October 2023). Instructions on how to observe the Meeting online will be provided to all Shareholders who register. **Please note that Shareholders who observe the Meeting online will not be able to participate, ask questions or vote via that facility.**

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your Shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please either:

- (a) lodge your Proxy Form online by following the directions provided on the Proxy Form;
- (b) post the Proxy Form to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (c) hand deliver the Proxy Form to: Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000; or
- (d) send the Proxy Form by facsimile to Boardroom Pty Limited on facsimile number (02) 9290 9655.

Proxy Forms must be received no later than 2.00 pm (AEDT) on Wednesday, 18 October 2023.

Proxy Forms received later than this time will be invalid.

To ensure your proxy is received by the required time, please ensure that your hand delivered or posted Proxy Form is received by 2.00 pm (AEDT) on Wednesday, 18 October 2023.

The Chairman intends to vote all undirected proxies in favour of the Resolutions.

Chairman's Letter

28 September 2023

Dear Shareholder,

Enclosed is your Notice of Meeting for the 2023 Annual General Meeting of ICSGlobal Limited (ICS). The Meeting will be held at 2.00 pm (AEDT) on Friday 20 October 2023 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000.

Business to be conducted at the meeting

The Meeting will cover the ordinary business transacted annually. The four items on the agenda which we are asking Shareholders to consider are as follows:

- the financial and statutory reports for 2023;
- the remuneration report for 2023;
- the re-election of Mr. James Canning Ure; and
- the proposed Capital Return.

The FY 2023 consolidated after tax loss was \$354,839 which primarily related to corporate costs of the Company as an ASX listed entity. Included in the expenses, were legal and professional costs of approximately \$70,000 for reviewing new business opportunities and for responding to the Bidders Statement of DWY (No. 1) Pty Ltd from December 2022. As at 30 June 2023 cash on hand was \$ 3,238,990.

Under ASX policy a company will be delisted from ASX if its shares have been suspended for 2 years or more, ICS Shares were suspended from quotation on the ASX on 21 June 2021 and subsequently removed from quotation on 22 June 2023 in accordance with Listing Rule 17.12. During this time period, numerous potential opportunities were explored to maximise value for ICS Shareholders. However, after conducting due diligence on these opportunities, it was determined by the Board that they did not satisfy our criteria.

As a result, ICS is now in a position to advise that, if approved, it intends to distribute an amount of \$0.29 per Share to Shareholders on the following basis:

- an unfranked Dividend of \$0.0315 per Share; and
- a Capital Return of \$0.2585 per Share

Currently, the Board considers it to be in ICS's best interests to Shareholders to consider the proposed Capital Return. Following the Capital Return, the Directors intend to seek a voluntary winding up of the Company if another suitable alternative isn't identified.

Your Directors believe that the proposals set out in the Notice of Meeting, as described in more detail in the Explanatory Memorandum, are in the best interests of ICS and its Shareholders.

We look forward to having the opportunity to discuss the above with you further at the Meeting.

Yours sincerely,

Kevin Barry
Chairman

Notice of Meeting

ICSGlobal Annual General Meeting 2023

Notice is given that the Annual General Meeting of shareholders of ICSGlobal Limited (**Company**) will be held at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Friday, 20 October 2023 at 2.00pm AEDT (**Meeting**).

Copies of the Company's 2023 Annual Report

Copies of the Company's 2023 Annual Report are available in the investor relations section of the Company's website www.icsglobal.com.au. If you did not receive a hard copy of the Annual Report and would like to receive one, please email the Company at info@icsglobal.com.au.

Business

Item 1: Financial, Directors' and Auditor's Reports

To receive and consider the Financial Report and the Directors' Report for the year ended 30 June 2023 and the Auditor's Report on the Financial Report.

Item 2: Remuneration report

Resolution 1: To consider, and if thought fit, to pass the following as a non-binding resolution:

'To adopt the Company's annual Remuneration Report, presented in the Directors' Report for the year ended 30 June 2023'

Note to Shareholders: The vote on this item is advisory only and does not bind the Directors of the Company.

Item 3: Re-election of Mr James Canning Ureas Director

Resolution 2: To consider, and if thought fit, to pass the following Resolution as an ordinary resolution:

'That Mr James Canning Ure , a Director retiring from office in accordance with Article 58 of the Constitution, being eligible, is re-elected as a Director of the Company'

Item 4: Approve the Capital Return

Resolution 3: To consider, and if thought fit, to pass the following Resolution as an ordinary resolution:

"That, for the purposes of section 256C of the Corporations Act and for all other purposes, Shareholders approve the Company reducing its share capital by an amount of approximately \$2,741,290 without:

(a) cancelling any Shares; or

(b) creating or increasing any unpaid amount on Shares,

with the reduction of capital satisfied by the Company paying to each Shareholder the sum of \$0.2585 per Share held by that Shareholder on the Record Date, on the terms set in the Explanatory Memorandum accompanying this resolution."

Voting Exclusion Statement

Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a. a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- b. any closely related party of such a member.

However, the Company will count a vote cast by a member of the Key Management Personnel or a closely related party (**voter**), provided:

- a. the voter casts the vote as a proxy for another person who is entitled to vote if the vote is cast in accordance with the directions on the Proxy Form; or
- b. the voter is the chairman of the Meeting as a proxy for a person who is entitled to vote, and the vote is cast either:
 - i. in accordance with the directions on the Proxy Form; or
 - ii. in circumstances where the proxy form does not specify the way the proxy is to vote on the resolution and the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Other Business

To transact any other business which may be legally brought forward.

DATED: 28 September 2023

BY ORDER OF THE BOARD

Richard Barry
COMPANY SECRETARY

Explanatory Memorandum

ICSGlobal Limited Annual General Meeting 2023

1. Financial, Directors' and Auditor's Reports

In accordance with section 317 of the Corporations Act, the Financial Report, the Directors' Report and Auditor's Report for the most recent financial year, the year ending 30 June 2023, will be laid before the Meeting.

No resolution is required by either the Corporations Act or the Company's Constitution, however, Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports at the Meeting.

2. Resolution 1: Remuneration Report

As required by section 250R(2) of the Corporations Act, a resolution that the remuneration report for the year ended 30 June 2023 be adopted must be put to a vote. The vote on the remuneration report is advisory only and will not bind the Directors or the Company.

A copy of the report is set out in the Company's 2023 Annual Report and Financial Report. This report can also be found on the Company's website.

The report:

- explains the Company's policy relating to the nature and amount of the remuneration of Directors, secretaries, senior managers and other group executives of the Company;
- discusses the relationship between the policy and the Company's performance; and
- sets out remuneration details for each Director and for each relevant executive of the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the Meeting.

The Board considers that the Company's approach to remuneration policies are fair and reasonable given the position of the Company. On that basis, and with each Director acknowledging their personal interest, the Board unanimously recommends that Shareholders vote in favour of this Resolution.

3. Resolution 2: Re-election of James Canning-Ure as Director

Mr James Canning-Ure was appointed a Director of the Company by the Board on 4 August 2010 and was most recently re-elected at the Company's Annual General Meeting on 17 November 2020. Pursuant to Article 58 of the Constitution, Mr Canning-Ure retires and offers himself for re-election as a Director of the Company.

Mr Canning-Ure has over 34 years' experience in business management, capital raisings and corporate advisory, in the resources, e-commerce and property sectors. Mr Canning-Ure has spent years as Managing Director at Macarthur Minerals, Finance Director at MGA Steel Buildings and Managing Director at Global Approach and Orion Metals Ltd. Mr Canning-Ure is also a founding Director of Story Bridge Advisors a Brisbane based corporate advisory company.

The Board (with the exception of Mr Canning-Ure) unanimously recommends that Shareholders vote in favour of the re-election of Mr Canning-Ure .

4. Resolution 3: Proposed Capital Return

That, for the purposes of section 256C of the Corporations Act and for all other purposes, Shareholders approve the Company reducing its share capital by an amount of approximately \$2,741,290 without:

(c) cancelling any Shares; or

(d) creating or increasing any unpaid amount on Shares,

with the reduction of capital satisfied by the Company paying to each Shareholder the sum of \$0.2585 per Share held by that Shareholder registered on the Record Date, on the terms set in the Explanatory Memorandum accompanying this resolution.

Please find below key information on the proposed Capital Return. The Board unanimously recommends that Shareholders vote in favour of the election of proposed Capital Return.

4.1 Background to the Resolution

On 25 February 2021, the Company confirmed the successful sale of the MBC business to Civica. This resulted in the Company holding cash of approximately \$23 million at the time. In July 2021, approximately \$18.98 million in cash was distributed to ICS shareholders, being \$1.79 per ICS Share.

Under ASX policy a company will be delisted from ASX if its shares have been suspended for 2 years or more, ICS Shares were suspended from quotation on the ASX on 21 June 2021 and subsequently removed from quotation with the Company removed from the official list of ASX on 22 June 2023 in accordance with Listing Rule 17.12. During this time period, numerous potential opportunities were explored to maximise value for ICS Shareholders. However, after conducting due diligence on these opportunities, it was determined by the

Board that they did not satisfy our criteria. As a result, the Board has decided that returning capital to Shareholders is currently in their best interest.

Currently, the Board considers it to be in ICS's best interests to Shareholders to consider the proposed Capital Return. Following the Capital Return, the Directors intend to seek a voluntary winding up of the Company.

ICS is now in a position to advise that it intends to distribute an amount of \$0.29 per Share to Shareholders on the following basis:

- an unfranked Dividend of \$0.0315 per Share; and
- a Capital Return of \$0.2585 per Share.

Eligibility for, and payment of, such amounts is proposed to occur in accordance with the timetable set out in section 4.8. The amount of \$0.29 per Share has been calculated with regard to the current cash held the Company and an intention to return surplus capital to Shareholders. The balance of cash remaining is allocated towards the costs to wind up the Company.

Advantages to the Capital Return

The primary advantages in connection with the Capital Return are:

- the Company will be able to return surplus capital to its Shareholders, which will be paid in cash to Shareholders; and
- the Capital Return can be undertaken in a short period of time and does not result in the Company incurring any significant transaction costs.

Disadvantages to the Capital Return

Potential disadvantages of the Capital Return may include:

- following implementation of the Capital Return, the Company will have a reduced capital base. If between the time of implementation of the Capital Raise and winding up the Company, an alternative potential opportunity for the Company arose (such as an acquisition), the Directors would not have this surplus capital available to fund or put towards such an opportunity. It is noted that the Board has reviewed a number of potential opportunities to date, as not identified an appropriate opportunity that is appropriate for the Company; and
- a Shareholder may consider the tax treatment on the Capital Return to be unfavourable.

4.2 Regulatory requirements

The Capital Return comprises a reduction of the Company's Share capital for the purposes of the Corporations Act. Section 256B of the Corporations Act has the effect that the Company may reduce its Share capital if the reduction:

- is fair and reasonable to the Shareholders as a whole;
- does not materially prejudice the ability of the Company to pay its creditors; and
- is approved by Shareholders under section 256C of the Corporations Act.

The Board believes the Capital Return is fair and reasonable to Shareholders as a whole given the Capital Return applies equally to all Shareholders.

Further, the Board believes the Capital Return will not materially prejudice the Company's ability to pay its creditors based on ICS's pro forma financial position prior to, and following, the Capital Return.

The Capital Return constitutes an equal reduction of ICS's share capital for the purposes of Part 2J.1 of the Corporations Act because it:

- relates only to the Shares, being ordinary shares of the Company;
- applies to each Shareholder in proportion to the number of Shares they hold; and
- is on the same terms for each Shareholder.

Section 256C(1) of the Corporations Act requires that an 'equal reduction' be approved by an ordinary resolution of Shareholders. Therefore, Shareholders are being asked to approve the Capital Return as set out in Resolution 3 of the Notice of Meeting.

Shareholder approval is not required in connection with the Dividend.

Section 256C(4) of the Corporations Act requires the Company to disclose all information known to it which is material to the decision on how to vote on the Resolution 3. The Company is not aware of any information other than as disclosed in the Notice of Meeting which would have an impact on the Resolution 3.

4.3 Important Dates

The following are the indicative dates relating to the Dividends and the Capital Return. The Company will update Shareholders if any of these dates are subject to change.

| | |
|--|--|
| Date of the Notice of Meeting | 28 September 2023 |
| Last time by which proxy forms for the Meeting can be lodged | 2.00 pm (AEST) on Wednesday, 18 October 2023 |
| Annual General Meeting | 2.00 pm (AEST) Friday 20 October 2023 |
| Record Date for the Dividends and Capital Return | Thursday, 26 October 2023 |
| Payment Date for the Dividends and Capital Return | Friday, 3 November 2023 |

4.4 Effect on capital structure, Company and Shareholders

The Capital Return will be funded through existing cash resources mostly remaining from the proceeds of sale of the Company's MBC business to Civica.

Following payment of the Capital Return, the Company's share capital will be reduced by approximately \$2.74 million. No Shares will be cancelled in connection with the Capital Return and it will therefore not impact the number of Shares held by each Shareholder or the voting power of any Shareholder in the Company.

The following table illustrates the pro forma financial information of the Company as at 25 September 2023 prior to and following payment of the proposed Capital Return and Dividends. The below financial information is based on the Company's audited financials for the financial year ended on 30 June 2023 and transactions subsequent to this date.

| | Pro-forma prior to Capital Return and Dividends | Pro-forma Post Capital Return and Dividends |
|---------------------------------------|--|--|
| Current Assets (cash) | \$3,189,103 | \$113,937 |
| Non-cash Assets | \$0 | \$0 |
| Liabilities & Provisions ¹ | \$113,937 | \$113,937 |
| Net Assets | \$3,075,165 | \$0 |
| Total Shares on issue | 10,604,019 | 10,604,019 |

Note 1: This is an estimated amount of costs and liabilities and may be subject to change.

Following the Capital Return, the Directors intend to seek a voluntary winding up of the Company. The Board considers it to be in ICS's best interests to Shareholders to consider the proposed Capital Return and subsequent winding up and has considered (but not been satisfied with) alternative options. The liabilities and provisions noted in the table above, include the expected cost to wind up the Company and costs over the next 6 months during the wind-up period.

4.5 Tax implications of Capital Return for Shareholders

The ATO issued a Class Ruling in August 2021 (the "Class Ruling 2021") confirming the then tax treatment of the approximate \$18.98 million in cash that was distributed to ICS shareholders in 2021, being \$1.79 per ICS Share. The Company has not applied for a new ATO class ruling regarding the Australian income tax implications for Shareholders, as the mechanism for the distribution is similar to the Class Ruling 2021. The following section contains a general description of the Australian tax consequences that could arise for Shareholders as a result of the Capital Return applying Class Ruling 2021.

This general description is only relevant in relation to the taxation position of Shareholders who hold Shares on capital account for tax purposes. This general description does not apply to Shareholders who hold Shares on revenue account or as trading stock.

Shareholders should seek their own advice in relation to the Australian tax consequences arising for their particular circumstances.

(a) Resident Shareholders

No part of the Capital Return will be treated as a dividend for income tax purposes.

The cost base for each Share will be reduced by the amount of the Capital Return for the purposes of calculating any capital gain or loss on the ultimate disposal of that Share. An immediate capital gain will arise for Shareholders where the cost base of a Shareholder is less than the amount of the Capital Return.

(b) Non-resident Shareholders

For those Shareholders who are not tax residents of Australia, no Australian capital gain or loss should arise as a consequence of the Capital Return.

Non-resident Shareholders should seek advice in relation to the specific tax consequences arising from the Capital Return under the laws of their country of residence.

4.6 Directors' Interests

The Directors have a relevant interest (held directly and indirectly) in the Shares of ICS (as set out in the following table) and will participate in the dividend and Capital Return on the same basis as all Shareholders. No director of Company will receive any payment or benefit of any kind as a consequence of the proposed Capital Return other than as a shareholder of the Company:

| Director | Shares | Options |
|----------------------|---------------|----------------|
| Mr Kevin Barry | 535,572 | Nil |
| Mr Damian Banks | 2,036,324 | Nil |
| Mr James Canning-Ure | 50,000 | Nil |

Each Director who is a Shareholder intends to vote their Shares in favour of the Resolution.

4.7 ASIC

This Notice of Meeting has been lodged with ASIC in accordance with section 256C(5) of the Corporations Act.

ASIC does not take any responsibility for the contents of this Notice of Meeting.

4.8 Payment arrangements

If the proposed Capital Return is approved by Shareholders, it will be paid on or around 3 November 2023 to eligible Shareholders who hold Shares on the Record Date using their payment details nominated and provided to the Company's share registry, Boardroom Pty Limited.

Please check your payment details by visiting www.boardroomlimited.com.au or contacting Boardroom 02 92909600.

General Explanatory Notes

1. Voting at the Meeting

A Shareholder who is entitled to vote may vote on the items of business to be considered at the Meeting either in person at the Meeting or by completing and returning the Proxy Form enclosed with this Notice of Meeting.

If you attend the Meeting, you will need to register at the registration desk on the day. The registration desk will be open from 1:30 pm AEDT.

2. Voting by Proxy

A Shareholder who is entitled to vote at the Meeting has the right to appoint:

- a. one proxy if the member is only entitled to one vote; or
- b. one or two proxies if the member is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate. A body corporate appointed as a proxy may then nominate an individual to exercise its powers at the Meeting.

Any person who is a joint holder of shares may appoint a proxy and if more than one of such joint holders appoints a proxy or seeks to vote at the meeting, then the person whose name is first on the register will be the person entitled to vote. If a Shareholder, who has appointed a proxy, attends the Meeting, the proxy appointment is suspended in accordance with the provisions of the Corporations Act.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified photocopy) must be received by no later than **2.00pm AEDT on Wednesday, 18 October 2023**. You may:

- (a) lodge your Proxy Form online by following the directions provided on the Proxy Form;
- (b) post the Proxy Form to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (c) hand deliver the Proxy Form to: Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000; or
- (d) send the Proxy Form by facsimile to Boardroom Pty Limited on facsimile number (02) 9290 9655.

To ensure your proxy is received by the required time, please ensure that your hand delivered, online or posted Proxy Form is received by 2.00 pm (AEDT) on Wednesday, 18 October 2023.

If you require an additional Proxy Form, the Company will supply it on request.

Corporate members who wish to appoint a person to act as its representative at the Meeting can do so by providing that person with a certificate executed in accordance with section 127 of the Act authorising that person to act as its representative at the Meeting. The representative should bring the certificate with them to the Meeting.

3. Resolution Requirements

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

Resolution 2 and 3 are ordinary resolutions and will be passed if more than 50 per cent of the votes cast by Shareholders (in person or by proxy) entitled to vote on each Resolution are in favour.

4. Voting Entitlements

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 10,00 am (AEDT) on Thursday, 19 October 2023. Therefore, all registered Shareholders at that time are entitled to attend and vote at the Meeting.

4. Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders, as a whole, to ask questions or make comments on the management of the Company and the remuneration report at the Meeting.

Similarly, a reasonable opportunity will be given to Shareholders, as a whole, to ask the Company's external auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the auditor's report;
- c. the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the external auditor (via the Company) if the question is relevant to:

- a. the content of the audit report; or
- b. the conduct of its audit of the Company's annual financial report for the year ended 30 June 2023.

A list of those relevant written questions will be made available to Shareholders attending the Meeting. The external auditor will either answer the questions at the Meeting or table written answers at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

Please send any relevant questions for the external auditor by post to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 or by or by fax to Boardroom Pty Limited on facsimile number (02) 9290 9655, marked for the attention of the Company Secretary by no later than 2.00 pm (AEDT) on Wednesday, 18 October 2023.

GLOSSARY

AEST means Australian Eastern Standard Time (i.e. the time applicable in Sydney, NSW).

Board means the board of Directors of the Company as constituted from time to time.

Capital Return means the proposed equal capital reduction to be undertaken by the Company to distribute to Shareholders approximately \$2.74 million, with such a reduction to be affected by the Company paying to each Shareholder as at the Record Date the amount of \$0.2585 per Share held by that Shareholder as at that time

Civica means Civica UK Limited, a company incorporated in England and Wales with number 01628868.

Company or **ICS** means ICSGlobal Limited ACN 073 695 584.

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the directors of the Company.

Dividends means the proposed dividend of \$0.0315 per Share (unfranked) to be paid to each Shareholder as at the Record Date.

Explanatory Memorandum means the explanatory memorandum commencing on page 8 of this Notice.

ICS means ICSGlobal Limited ACN 073 695 584.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Company (directly or indirectly), including any Director of the Company.

MBC means Thelma-EU Limited, a company incorporated in England and Wales with number 06280085, which is currently wholly owned by the Company and which carries on a medical billing and collection business in the UK.

Meeting or **Annual General Meeting** means the Annual General Meeting convened by the Notice.

Notice or Notice of Meeting means this document, including the Notice of Meeting commencing on page 5.

Payment Date means the proposed payment date for the Capital Return and the Dividends as set out in section 4.3.

Proxy Form means the appointment of proxy form enclosed with this Notice.

Record Date means the proposed record date for the Capital Return and the Dividends as set out in section 4.3.

Resolutions means the resolutions set out in the Notice, or either one of them, as the context requires.

Share or Shares means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.