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If you have sold or otherwise transferred all of your Ordinary Shares, please send this document as soon as possible to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission onto the purchaser or transferee.



LORDS GROUP TRADING PLC

NOTICE OF ANNUAL GENERAL MEETING

Lords Group Trading plc is pleased to announce its 2022 Annual General Meeting ("AGM") will be held at 1:00 p.m. on 29 June 2022 as set out at the end of this Document.

Following the easing of coronavirus (COVID-19) restrictions in the UK, it is expected that shareholders will be able to attend the AGM in person this year. However, in light of the uncertainty as to any further COVID-19 measures that may be put in place by the UK Government, the Company encourages shareholders to consider submitting their voting instructions in advance by appointing the Chairman of the meeting as their proxy. This will ensure that votes are registered in accordance with shareholders' wishes regardless of any restrictions or disruption around the AGM. The Company will continue to monitor the COVID-19 situation as it evolves and will seek to ensure that shareholders remain fully informed of any changes to these arrangements through announcements via a Regulatory Information Service.

To facilitate shareholder engagement, the proceedings of this year's AGM will be broadcast via the Investor Meet Company platform. Shareholders will be able to follow the proceedings of the AGM online over the Investor Meet Company platform by registering in advance via the following link: <https://www.investormeetcompany.com/lords-group-trading-plc-1/register-investor>.

Shareholders are invited to submit any questions in respect of the business of the AGM for the Board to consider. Questions may be submitted in advance via the Investor Meet Company dashboard, or at any time during the AGM over the Investor Meet Company platform following registration, and the Board will aim to respond to any such questions relevant to the business of the AGM.

Shareholders wishing to vote at the AGM are strongly encouraged to do so by completing a form of proxy or form of direction as appropriate. Shareholders will not be able to vote at the AGM over the online platform.

Shareholders will not receive a hard copy form of proxy for the 2022 AGM in the post. Instead, they will be able to vote electronically using the link www.signalshares.com or via a shareholder app: LinkVote+ available to download on the Apple App Store and Google Play. Voting by proxy prior to the AGM does not affect your right to attend the AGM and vote in person should you so wish. Proxy votes must be received no later than 1:00 p.m. on 27 June 2022. You may request a hard copy form of proxy directly from the registrars, Link Group, at 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. Alternatively, copies of the form of proxy may be downloaded from our website: <https://www.lordsgrouptradingplc.co.uk/investors/shareholder-information>.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of the members of Lords Group Trading plc (the “Company”) will be held at the offices of Cenkos Securities plc at 6-8 Tokenhouse Yard, London EC2R 7AS on 29 June 2022 at 1:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 10 are proposed as ordinary resolutions and Resolution 11 is proposed as a special resolution. Further information on all resolutions is given in the Explanatory Notes below.

As ordinary resolutions:

1. To receive the reports of the Directors and the Financial Statements for the year ended 31 December 2021 together with the report of the auditor thereon.
2. To approve the report on Directors’ remuneration for the year ended 31 December 2021.
3. To re-elect Shanker Patel as a Director.
4. To re-elect Christopher Day as a Director.
5. To re-elect Gary O’Brien as a Director.
6. To re-elect Dawn Moore as a Director.
7. To re-elect Andrew Harrison as a Director.
8. To re-appoint RSM UK Audit LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
9. To authorise the Directors to determine the fees payable to the auditor.
10. That the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (as amended) (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 (such shares and such rights to subscribe for or to convert any security into shares in the Company being “**equity securities**”) to such persons on such terms and in such manner as they shall think fit, provided that this authority shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £263,943.91, being approximately 33.3% of the aggregate nominal value of the Company’s issued ordinary share capital as at the date hereof, at any time during the period from the date hereof until the conclusion of the next Annual General Meeting of the Company or fifteen months after the passing of this resolution, whichever is earlier (unless and to the extent previously renewed, revoked or varied by the Company in a general meeting), provided that the Directors may make an offer or enter into an agreement which would or might require equity securities to be allotted, offered or otherwise dealt with or disposed of after the expiry of such authority and the Directors may allot any equity securities after the expiry of such authority in pursuance of any such offer or agreement as if this authority had not expired.

11. As a special resolution:

To resolve that the Directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 10 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006, in each case as if section 561 of that Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (b) any such allotment and/or sale, otherwise than pursuant to paragraph (a) above, of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding £79,262.44.

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company in a general meeting) on the date that is fifteen months from the date of the Annual General Meeting or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2023, save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

23 May 2022

Registered office:

2nd Floor
Hanger Green
London
W5 3EL

By order of the Board

Christopher Day

Chief Financial Officer

Explanatory Notes to the Resolutions:

The below explanatory notes are intended to help you understand the effect of, and reasons for, the resolutions.

References to the Company's issued share capital below are to the Company's issued ordinary share capital as at the close of business on 20 May 2022 (being the latest practicable date prior to the publication of this document). No shares are held in treasury.

Resolutions 1 to 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed by members, more than half of the total voting rights cast must be in favour of the resolution. Resolution 11 is proposed as a special resolution. For this resolution to be passed, at least three quarters of the total voting rights cast must be in favour.

Resolution 1: Report and Accounts

The Directors are required to present to shareholders at the AGM the audited accounts of the Company for the financial period ended 31 December 2021 together with the Auditor's Report and the Directors' Report.

Resolution 2: Directors' Remuneration Report

The Directors are seeking approval of the Directors' Remuneration Report, which is set out on pages 59 to 61 of the Company's Annual Report and Accounts, for the financial period ended 31 December 2021. This is an advisory vote and no entitlement to remuneration is conditional upon the resolution being passed.

Resolution 3 to 7: Re-appointment of Directors

Shanker Patel, Christopher Day, Gary O'Brien, Dawn Moore and Andrew Harrison are retiring and offering themselves for re-election by shareholders. Brief biographies of all Directors can be found in the Annual Report and Accounts for the year ended 31 December 2021 and on the Company's website <https://www.lordsgrouptradingplc.co.uk/about-us/board-of-directors>.

Resolutions 8 and 9: Auditors and their remuneration

The auditors are required to be re-appointed at each AGM at which accounts are presented. The Audit Committee has evaluated the effectiveness and independence of the external auditors and has recommended their re-appointment to the Board. RSM UK Audit LLP has indicated its willingness to continue in office and Resolution 8 proposes to make this appointment. Resolution 9 is to authorise the Board to agree the auditor's remuneration.

Resolution 10: Authority to allot equity securities pursuant to Section 551

The Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. Accordingly, Resolution 10 will be proposed as an ordinary resolution to grant authorities to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £263,943.91. This amount represents approximately 33.3% of the total issued ordinary share capital of the Company as at 20 May 2022, the latest practicable date prior to publication of this Notice. This authority will expire at the next Annual General Meeting in 2023 or fifteen months after the date on which Resolution 10 is passed, whichever is the earlier. As at the date of this Notice the Company holds no treasury shares.

Resolution 11: Disapplication of pre-emption rights

This resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings. This resolution is seeking to authorise the Directors to allot shares of up to an aggregate nominal amount of £79,262.44 otherwise than on a pro-rata basis. This represents 10% of the Company's issued share capital on the date of this document. Whilst the Directors have no intention at the present time of issuing relevant securities, other than pursuant to existing rights under employee share schemes, they are seeking annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing capital resources. The Company confirms that it intends to allot shares amounting to 5% of the Company's issued share capital only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

SHAREHOLDER INFORMATION – NOTES TO NOTICE OF ANNUAL GENERAL MEETING:

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

Any changes to the proposed format of the AGM will be announced via RNS and outlined on the Company's website (<https://www.lordsgrouptradingplc.co.uk/investors/share-price-rns>).

1. Only those Members registered in the Register of Members of the Company as at the close of business on 27 June 2022 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Any member of the Company entitled to attend and vote at the AGM is also entitled to appoint one or more proxies to attend, speak and vote instead of that member.
2. Voting on each of the resolutions being proposed at the AGM, as set out in the Notice, will be conducted by way of a poll. This allows the votes of those shareholders who are unable to attend the AGM in person to be taken into account. On a poll, shareholders have one vote for each ordinary share held.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders included in the register of members of the Company at the close of business on 27 June 2022 or, if the Meeting is adjourned, in the register of members at the close of business on the day that is two business days before the day of any adjourned Meeting, will be entitled to attend and to vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the share register after the close of business on 27 June 2022, or, if the Meeting is adjourned, in the register of members at the close of business on the day that is two business days before the day of any adjourned Meeting, will be disregarded in determining the rights of any person to attend or vote at the AGM.
4. In the case of joint registered holders, the signature of only one holder on a proxy form will be accepted and the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members in respect of the relevant joint holding.
5. A vote withheld option is provided on the Form of Proxy to enable you to instruct your proxy to abstain on any particular resolution. A "Vote Withheld" is not a vote at law, which means that the vote will not be counted in the proportion of votes "For" or "Against" the relevant resolution. A shareholder who does not give any voting instructions in relation to a resolution should note that his proxy will have authority to vote or withhold a vote on that resolution as he or she thinks fit. A proxy will also have authority to vote or to withhold a vote on any other business (including amendments to resolutions) which is properly put before the AGM, as he or she thinks fit.
6. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the meeting. A proxy need not be a member of the Company, but members are strongly encouraged to appoint the Chairman of the meeting as their proxy, rather than a named person who may not be able to attend the meeting. A proxy may demand, or join in demanding, a poll.

7. Shareholders may change proxy instructions by submitting a new proxy appointment. Shareholders requiring a new Form of Proxy should contact the Company's registrars, Link Group on 0371 664 0300 or at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions and any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. Completion and return of a Form of Proxy (whether in hard copy, via CREST or online) do not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the AGM in person, the proxy appointment will automatically be terminated. Shareholders are encouraged to appoint the Chairman as their proxy.
9. A member 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 member. If you wish to appoint the Chairman as one of your multiple proxies, insert "Chairman of the Meeting" in the box which is used to identify the name of the proxy on the form of proxy. To appoint a proxy or proxies shareholders must: (a) complete a form of proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, to the Company's registrars, at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL; (b) complete a CREST Proxy Instruction (as set out in Note 12 below); or (c) register the appointment of a proxy electronically at www.signalshares.com; or (d) register the appointment of a proxy electronically via a shareholder app: LinkVote+ available to download on the Apple App Store and Google Play, in each case so that it is received no later than 1:00 p.m. on 27 June 2022. To appoint more than one proxy, you will need to complete a separate form of proxy in relation to each appointment.

SHAREHOLDER INFORMATION – NOTES TO NOTICE OF ANNUAL GENERAL MEETING: continued

10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. Shareholders are encouraged to appoint the Chairman as their proxy.
11. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the AGM and any adjournment(s) of the Meeting by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
12. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to 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 Link Group (ID RA10) by the last time(s) for receipt of proxy appointments specified above. 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 Applications Host) from which Link Group 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 providers) 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 member 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 CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

13. The results of the voting at the AGM will be announced through a regulatory information service and will appear on our website (<https://www.lordsgrouptradingplc.co.uk/investors/share-price-rns>) as soon as reasonably practicable following the conclusion of the AGM.
14. A copy of this Notice and our Annual Report and Accounts for the year to 31 December 2021 are also available on our website at <https://www.lordsgrouptradingplc.co.uk/investors/shareholder-information> and <https://www.lordsgrouptradingplc.co.uk/financials/annual-interim-reports>, respectively.
15. As at 20 May 2022, being the last practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 158,524,872 ordinary shares, carrying one vote each. The total voting rights in the Company as at the last business day prior to publication are 158,524,872.
16. Except as provided above, members who have general queries about the AGM should contact the Company's registrars, Link Group, on 0371 664 0300 or at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL (no other methods of communication will be accepted). 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.
17. You may not use any electronic address provided either in this notice or in any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.



Lords Group Trading Plc

Registered address:

12-15 Hanger Green,
London, England,
W5 3EL

Company Number: 11633708