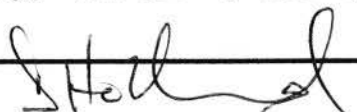


THE FOLLOWING 16 RESOLUTIONS WERE  
PASSED ON 12 JULY 2022.



# Notice of Annual General Meeting

FOR JUNIPER PARTNERS LIMITED  
COMPANY SECRETARY

DATE 12 JULY 2022

NOTICE IS HEREBY GIVEN THAT the fifty-ninth Annual General Meeting of the Company will be held at the offices of J.P. Morgan, The Great Hall, 60 Victoria Embankment, London EC4Y 0JP on Tuesday, 12 July 2022 at 11.00 a.m. for the following purposes:

## Ordinary business

To consider, and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Report of the Directors and the audited financial statements for the period ended 31 March 2022.
2. To approve the Directors' Remuneration Report for the period ended 31 March 2022, together with the report of the auditor thereon.
3. To approve the remuneration policy of the Company.
4. To declare a final dividend of 46 pence per Ordinary share.
5. To re-elect Jean Matterson as a Director.
6. To re-elect Robin Archibald as a Director.
7. To re-elect Paul Yates as a Director.
8. To re-elect Wendy Colquhoun as a Director.
9. To re-appoint BDO LLP as auditors of the Company.
10. To authorise the Directors to determine the remuneration of the auditors.

## Special business

To consider and, if thought fit, pass the following resolutions, of which resolutions 11 and 12 will be proposed as ordinary resolutions and resolutions 13 to 16 will be proposed as special resolutions:

### Ordinary resolution

#### Aggregate Directors' Remunerations

11. To increase the aggregate limit on Directors' remuneration from £165,000 to £180,000 per annum.

#### Directors' authority to allot shares

12. THAT the Directors be generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of section 551 of the Act) up to a maximum aggregate nominal value of £1,876,264.00 (being one third of the issued share capital of the Company as at 26 May 2022, being the latest practicable date prior to the publication of this Notice, and representing 7,505,056 Ordinary shares of 25 pence each), provided that such authority shall

expire at the conclusion of the AGM of the Company to be held in 2023, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

### Special resolutions

#### Directors' authority to disapply pre-emption rights

13. THAT the Directors be and are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 12 above or otherwise as if section 561 of the Act did not apply to any such allotment, and be empowered pursuant to section 573 of the Act to sell relevant equity securities (within the meaning of section 560 of the Act) if, immediately before the sale, such equity securities were held by the Company as treasury shares (as defined in section 724 of the Act ("treasury shares")), for cash as if section 561 of the Act did not apply to any such sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares, in connection with and pursuant to:
  - a) an offer of equity securities open for acceptance for a period fixed by the Board where the equity securities respectively attributable to the interests of holders of Ordinary shares of 25 pence each in the Company (the "Ordinary shares") are proportionate (as nearly as may be) to the respective numbers of Ordinary shares held by them but subject to such exclusions or other arrangements in connection with the issue as the Board may consider necessary, appropriate or expedient to deal with equity securities representing fractional entitlements or to deal with 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) otherwise than pursuant to sub-paragraph a) above, up to an aggregate nominal value of £1,125,758.50 or, if less, the number representing 20% of the issued share capital of the Company at the date of the meeting at which this resolution is proposed; and

## Notice of Annual General Meeting (continued)

this power shall expire at the conclusion of the AGM of the Company to be held in 2023, unless previously renewed, varied or revoked by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Board may allot equity securities or sell treasury shares pursuant to such offer or agreement as if the power conferred hereby had not expired.

### *Authority to make market purchases of the Company's own shares*

14. THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693 of the Act) of Ordinary shares of 25 pence each in the Company (the "Ordinary shares"), provided that:

- a) the maximum aggregate number of Ordinary shares to be purchased shall be 3,375,023 or, if less, the number representing 14.99% of the issued share capital of the Company at the date of the meeting at which this resolution is proposed;
- b) the minimum price which may be paid for an Ordinary share shall be 25 pence;
- c) the maximum price, excluding expenses, which may be paid for an Ordinary share shall be an amount equal to the higher of:
  - (i) 105% of the average of the middle market quotations for an Ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such purchase is made; and
  - (ii) the higher of the last independent trade and the highest current independent bid relating to an Ordinary share on the trading venue where the purchase is carried out;
- d) the authority hereby conferred shall expire at the conclusion of the AGM of the Company to be held in 2023 unless such authority is renewed prior to such time; and

- e) the Company may enter into a contract to purchase Ordinary shares under this authority prior to the expiry of such which will or may be completed or executed wholly or partly after the expiration of such authority.

### *Cancellation of the Company's share premium account*

15. THAT, subject to the confirmation of the Court of Judicature of Northern Ireland (the "Court") (i) the share capital of the Company be reduced by cancelling the Company's entire share premium account as at the date of the final hearing before the Court at which confirmation of the said cancellation is sought; and (ii) the credit thereby arising in the Company's books of account be available as distributable profits to be used for all purposes permitted by the Companies Act 2006 and The Companies (Reduction of Share Capital) Order 2008.

### *Notice of general meetings*

16. THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board



**Juniper Partners  
Company Secretary**

Registered Office:  
Carson McDowell LLP  
Murray House  
Murray Street  
Belfast BT1 6DN

27 May 2022

### **Location of Annual General Meeting**

J.P. Morgan  
The Great Hall  
60 Victoria Embankment  
London EC4Y 0JP  
at 11.00 a.m. on Tuesday, 12 July 2022

**Shareholders are encouraged to vote in favour of the resolutions to be proposed at the AGM by form of proxy. If shares are not held directly (including through any platform) shareholders are encouraged to arrange for their nominee to vote on their behalf.**