

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

If you are in any doubt as to any aspect of the proposals in this document or the action you should take, you are recommended to seek your own advice from a stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in JRP Group plc, please forward this document and the accompanying form of proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was arranged for onward transmission to the purchaser or transferee.

# **JRP GROUP PLC**

## **NOTICE OF GENERAL MEETING**

**7 DECEMBER 2016**

**JRP Group plc**

Switchboard: 01737 233296 [www.jrpgroup.com](http://www.jrpgroup.com)

Registered Office: Vale House, Roebuck Close, Bancroft Road, Reigate, Surrey RH2 7RU

Registered in England and Wales number 8568957

18 November 2016

Dear Shareholder

**General Meeting of JRP Group plc (the 'Company')**

The purpose of this letter is to provide you with details of the general meeting of the Company (the 'General Meeting') which is to be held at 5<sup>th</sup> Floor, 110 Bishopsgate, London, EC2N 4AY on 7 December 2016 at 12:00 noon.

Following the successful merger with Partnership Assurance Group plc, the Company changed its accounting reference date from 30 June to 31 December. As a result, the next annual general meeting of the Company will be held in May 2017 (the '2017 AGM'). However, certain authorities granted to the directors at the Company's annual general meeting held on 23 November 2015 will expire on 31 December 2016, and the General Meeting is being convened to seek your approval to renew such authorities until the end of the 2017 AGM. The formal notice of General Meeting (the 'Notice of General Meeting') is set out on pages 5 to 7 and explanatory notes on the resolutions to be proposed are given on the following pages.

**Whether or not you propose to attend the General Meeting, please complete and submit the enclosed form of proxy (the 'Form of Proxy') or, alternatively, submit an electronic proxy appointment instruction in accordance with the notes to the Notice of General Meeting. To be valid, the Form of Proxy or electronic proxy appointment instruction must be received at the address for delivery specified in the notes by no later than 12:00 noon on 5 December 2016. Appointment of a proxy will not preclude you from attending and voting at the General Meeting in person if you wish to do so.**

In line with best practice, voting on each of the five resolutions to be proposed at the General Meeting will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholders' votes are counted according to the number of shares held.

**Resolution 1** to renew the authority to make political donations and expenditure:

Part 14 of the Companies Act 2006 (the 'Act') restricts companies from making donations to political parties, other political organisations or independent election candidates and from incurring political expenditure, in each case without shareholders' consent. It is not proposed or intended to alter the Company's policy of not making such donations or incurring such expenditure. However, it may be that some of the activities of the Company and its subsidiaries may fall within the potentially broad definitions used in the Act and, without the necessary authorisation, this could inhibit the Company's ability to communicate its views effectively to political audiences and to relevant interest groups. Accordingly, the Company believes that the authority contained in Resolution 1 is necessary to allow it and its subsidiaries to fund activities which are in the interests of shareholders that the Group should support. Such authority will enable the Company and its subsidiaries to be sure that they do not unintentionally commit a technical breach of the Act. Resolution 1 does not purport to authorise any particular donation or expenditure but is expressed in general terms as required by the Act and is intended to authorise normal donations and expenditure. Any political donation or expenditure which may be incurred under authority of this resolution will be disclosed in the Annual Report and Accounts for the 18 months ending 31 December 2016. It is the Company's intention to seek renewal of this authority on an annual basis. If passed, the authority will expire at the conclusion of the 2017 AGM or on 30 June 2017, whichever is the earlier.

**Resolution 2** to renew the authority to allot shares:

The Directors currently have authority to allot ordinary shares in the capital of the Company and to grant rights to subscribe for or convert any securities into shares in the capital of the Company. This authority is due to expire on 31 December 2016. The guidelines of the Investment Association ('IA') (formerly the Investment Management Association) on directors' authority to allot shares state that IA members will regard as routine an authority to allot up to two thirds of the Company's existing issued share capital, provided that any amount in excess of one third of the Company's existing issued share capital is applied

to fully pre-emptive rights issues only. The Board considers it appropriate that the Directors should continue to have this authority to allot shares in the capital of the Company. In light of the IA's guidelines, this would mean authorising the Directors to allot ordinary shares in the capital of the Company up to a maximum aggregate nominal amount of £62,191,405 (representing approximately two thirds of the Company's issued ordinary share capital as at 16 November 2016, being the last practicable date before publication of this document); of this amount, £31,095,702 (representing approximately one third of the Company's issued ordinary share capital as at 16 November 2016, being the last practicable date before publication of this document) can be allotted pursuant to a rights issue.

If passed, the authority will expire at the conclusion of the 2017 AGM or on 30 June 2017, whichever is the earlier. The Directors have no present intention of exercising this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. The Company did not hold any shares in treasury as at 16 November 2016, being the last practicable date before publication of this document.

**Resolution 3** (special resolution) to renew the power to disapply pre-emption rights:

If the Directors wish to allot new ordinary shares and other equity securities (within the meaning of the Act), or sell treasury shares, for cash (other than in connection with an employees' share scheme), company law requires that these shares are offered first to existing shareholders in proportion to their existing holdings. There may be circumstances, however, when it is in the interests of the Company to be able to allot new equity securities or sell treasury shares, for cash other than on a pre-emptive basis. The Directors have no present intention of exercising the authority in Resolution 3, but consider it appropriate to allow the Company flexibility to finance business opportunities by the issue of shares or sale of treasury shares, or to conduct a pre-emptive offer or rights issue, without the need to comply with the strict requirements of the statutory pre-emption provisions. The purpose of Resolution 3 is to authorise the Directors to allot new ordinary shares or other equity securities pursuant to the authority given in Resolution 2, or sell treasury shares, for cash (a) in connection with a pre-emptive offer or rights issue or (b) otherwise up to an aggregate nominal value of £4,664,355 (representing 5 per cent of the total issued share capital of the Company as at 16 November 2016, being the last practicable date before publication of this document), in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Such authority, if given, will expire at the conclusion of the 2017 AGM or on 30 June 2017, whichever is the earlier.

**Resolution 4** (special resolution) to grant additional power to disapply pre-emption rights:

The purpose of Resolution 4 is to authorise the Directors to allot new ordinary shares or other equity securities pursuant to the authority given in Resolution 2, or sell treasury shares, for cash, up to an aggregate nominal value of £4,664,355 (representing 5 per cent of the total issued share capital of the Company as at 16 November 2016, being the last practicable date before publication of this document), without the shares first being offered to existing shareholders in proportion to their existing holdings. Such authority shall be granted in addition to the authority in Resolution 3. However, this additional authority is to be used only in connection with financing, or refinancing (if the authority is used within six months after the original transaction) an acquisition or specified capital investment (of a kind contemplated by the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Such authority, if given, will expire at the conclusion of the 2017 AGM or on 30 June 2017, whichever is the earlier.

The Company intends to adhere to the provisions in the Pre-emption Group's Statement of Principles, as updated in March 2015, and not allot shares or other equity securities or treasury shares for cash on a non pre-emptive basis pursuant to the authority in Resolutions 3 and 4, in excess of an amount equal to 7.5 per cent of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period without prior consultation with the Company's shareholders, other than in connection with an acquisition or specified capital investment (of a kind contemplated by the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment. The

Directors have no present intention of exercising this authority, but consider it desirable to have the flexibility to use it should opportunities arise.

**Resolution 5** (special resolution) to renew the authority to purchase Company shares:

Shareholders' approval is sought for the renewal of the Company's authority to buy back its own ordinary shares in the market as permitted by the Act. The authority limits the maximum number of shares that could be purchased to 93,287,108 (representing approximately 10% of the Company's issued share capital as at 16 November 2016, being the last practicable date before publication of this document) and sets minimum and maximum prices at which shares may be purchased by the Company under this authority. If approved, the authority will expire at the conclusion of the 2017 AGM or on 30 June 2017, whichever is the earlier. The Directors have no present intention of exercising this authority. The authority would be exercised only if the Directors believed that to do so would have a positive effect on earnings per share and would be in the interests of the Company and of its shareholders generally. Any purchases of ordinary shares would be by means of market purchases on a recognised investment exchange.

A listed company purchasing its own shares may hold those shares in treasury and make them available for re-sale as an alternative to cancelling them. Accordingly, if this resolution is passed, the Company will have the option of holding, as treasury shares, any of its own shares that it purchases pursuant to the authority conferred. This would give the Company the ability to sell treasury shares quickly and cost-effectively and provide the Company with additional flexibility in the management of its capital base. No dividends are paid on, and no voting rights are attached to, shares held in treasury. The Company did not hold any shares in treasury as at 16 November 2016, being the last practicable date before publication of this document, but it is intended that any shares which are purchased under this authority will be held in treasury, rather than being cancelled.

The Company had options and awards outstanding over 31,879,513 ordinary shares, representing 3.42% of the Company's issued share capital, as at 16 November 2016, being the last practicable date before publication of this document. If the authority conferred by Resolution 5 were to be exercised in full, these outstanding options and awards would represent 3.8% of the issued share capital of the Company.

### **Recommendation**

The Directors consider that all the resolutions to be put to the General Meeting are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of all proposed resolutions as they intend to do in respect of any shares they hold in the Company.

Yours faithfully



Dr. Chris Gibson-Smith  
*Chairman*  
18 November 2016

## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of JRP Group plc will be held at 5<sup>th</sup> Floor, 110 Bishopsgate, London, EC2N 4AY on 7 December 2016 at 12:00 noon to consider and, if thought fit, pass the following resolutions:

Resolutions 1 and 2 will be proposed as ordinary resolutions. Resolutions 3 to 5 will be proposed as special resolutions.

### Ordinary Resolutions:

1. THAT the Company and all companies that are its subsidiaries, at any time from the date of the passing of this resolution up to the end of the next annual general meeting of the Company (to be held in May 2017, the '2017 AGM') (or, if earlier, on 30 June 2017), be authorised, for the purposes of section 366 of the Companies Act 2006 (the 'Act') to:
  - (a) make political donations to political parties or independent election candidates not exceeding £100,000 in total;
  - (b) make political donations to political organisations other than political parties not exceeding £100,000 in total; and
  - (c) incur political expenditure not exceeding £100,000 in total.

For the purposes of this authority the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of the Act.

2. THAT, in substitution for all existing authorities, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company:
  - (a) up to an aggregate nominal amount of £31,095,703 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) of this Resolution 2 in excess of £31,095,703); and
  - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £62,191,406 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (a) of this Resolution 2) in connection with an offer by way of a rights issue:
    - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
    - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, if the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to expire at the end of the 2017 AGM (or, if earlier, on 30 June 2017), but, in each case, so that the Company may make offers and enter into agreements before the authorities expire which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of these authorities and the Directors may allot shares or grant rights to subscribe for or convert any security into shares under any such offer or agreement as if such authorities had not expired.

### Special Resolutions:

3. THAT, in substitution for all authorities and subject to the passing of Resolution 2, the Directors be generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in section 560(1) of the Act) in the Company for cash pursuant to the authorities conferred by

Resolution 2 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act. This power:

(a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the 2017 AGM (or, if earlier, on 30 June 2017), but the Company may before such expiry make offers or enter into agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry, and the Directors may allot equity securities and/or sell treasury shares in pursuance of any such offer or agreement as if this power had not expired;

(b) shall be limited to:

(i) the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of Resolution 2, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):

(A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

(B) to holders of other equity securities as required by the rights of those securities or, subject to such rights, if the Directors consider otherwise necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(ii) the allotment of equity securities pursuant to the authority granted under paragraph (a) of Resolution 2 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (b)(i) of this Resolution 3) up to an aggregate nominal amount of £4,664,355.

4. THAT, in addition to any authority granted under Resolution 3 and subject to the passing of Resolution 2, the Directors be generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in section 560(1) of the Act) in the Company for cash pursuant to the authorities conferred by Resolution 2 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act. This power:

(a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the 2017 AGM (or, if earlier, on 30 June 2017), but the Company may before such expiry make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry, and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if this authority had not expired;

(b) shall be:

(i) limited to the allotment of equity securities for cash and/or sale of treasury shares for cash up to an aggregate nominal amount of £4,664,355; and

(ii) 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 Directors determine 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 of General Meeting.

5. THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 10 pence each in the capital of the Company, subject to the following conditions:

(a) the maximum aggregate number of ordinary shares authorised to be purchased is 93,287,108;

(b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10 pence;

- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the end of the 2017 AGM (or, if earlier, on 30 June 2017); and
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of this authority which will or may be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract.

By Order of the Board:



Simon O'Hara  
Group Company *Secretary*  
18 November 2016

Registered Office:  
Vale House  
Roebuck Close  
Bancroft Road  
Reigate  
Surrey RH2 7RU

Registered in England and Wales number 8568957



## NOTES TO NOTICE OF MEETING:

1. A shareholder entitled to attend and vote at the General Meeting may appoint another person(s) (who need not be a shareholder of the Company) to exercise all or any of their rights to attend, speak and vote at the meeting. A shareholder can appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder.
2. A proxy does not need to be a shareholder of the Company but must attend the General Meeting to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend and represent you. Your proxy must vote as you instruct and must attend the General Meeting for your vote to be counted. Details of how to appoint the Chairman of the Company or another person as your proxy, using the Form of Proxy enclosed with this Notice of General Meeting, are set out in the notes to the Form of Proxy. The valid appointment of a proxy does not prevent you from attending the General Meeting and voting in person.
3. A shareholder who wishes to appoint a proxy should complete the Form of Proxy which accompanies this Notice of General Meeting and which includes full details of how to appoint a proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional Forms of Proxy, please contact Equiniti's helpline on 0371 384 2787 (+44 121 415 0096 if calling from overseas). Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with note 5.
4. A copy of this Notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by a shareholder. However, a Nominated Person may have a right under an agreement with the shareholder by whom they were nominated to be appointed as a proxy for the General Meeting. If a Nominated Person does not have such a right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.
5. In order to be valid, a proxy appointment must be returned (together with any authority under which it is executed or a copy of the authority certified in ink by a bank, a stockbroker or a solicitor) by one of the following methods:
  - online at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required to use this electronic proxy appointment system. Alternatively, shareholders who have already registered with Equiniti Registrars' online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on the link to vote;
  - in hard copy form by post, by courier or by hand to the Company's registrar at the address shown on the Form of Proxy;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 8.

The appointment of a proxy in each case must formally be received by the Company's registrar by no later than 12:00 noon on 5 December 2016 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

6. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. The deadline for receipt of proxy appointments (see note 5) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others. If the Company is unable to determine which is last sent, the one which is last received shall



be so treated. If the Company is unable to determine either which is last sent or which is last received, none of them shall be treated as valid in respect of the relevant share(s).

7. Only persons entered on the register of shareholders of the Company at 6.30 p.m. on 5 December 2016 (or, if the General Meeting is adjourned, at 6.30 p.m. on the date which is two business days prior to the adjourned meeting) shall be entitled to attend and vote at the General Meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the General Meeting or adjourned meeting.
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)). 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 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 ('EUI') 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 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 RA19) by 12:00 noon on 5 December 2016 (the latest time(s) for receipt of proxy appointments specified in this Notice of General 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 Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(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 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.
10. Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholders' votes are to be counted according to the number of shares held. As soon as practicable following the General Meeting, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website: [www.jrpgroup.com](http://www.jrpgroup.com) on the 'Investors' page.
11. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do not do so in relation to the same shares.
12. Under section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the General Meeting which is put by a shareholder attending that meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information or if the answer has already been given on a website in the form of an answer to a question.
13. As at 16 November 2016, being the last practicable date before publication of this document, the Company's issued share capital consisted of 932,871,083 ordinary shares, carrying one vote each.

As the Company does not hold any shares in treasury, the total voting rights in the Company as at 16 November 2016, being the last practicable date before publication of this document, were 932,871,083.

14. The contents of this Notice of General Meeting, details of the total number of shares in respect of which shareholders are entitled to exercise voting rights at the General Meeting, details of the totals of the voting rights that members are entitled to exercise at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of General Meeting will be available on the Company's website: [www.jrpgroup.com](http://www.jrpgroup.com) on the 'Investors' page.
15. You may not use any electronic address provided in this Notice of General Meeting to communicate with the Company for any purposes other than those expressly stated.
16. If you have any special needs or require wheelchair access to the General Meeting venue, please contact Manjula Patel at [manjula.patel@justretirement.com](mailto:manjula.patel@justretirement.com) or 01737 827244 in advance of the meeting.



