



A N N U A L G E N E R A L M E E T I N G

Notice of the first Annual General Meeting of the Company, to be held at the registered office of JTC plc, JTC House, 28 Esplanade, St. Helier, Jersey, JE2 3QA on 21st May 2019 at 10:30am, is set out in this document.

Registered in Jersey with registered number 125550.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all your ordinary shares in JTC plc, please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

LETTER FROM THE CHAIRMAN

DEAR SHAREHOLDER, ANNUAL GENERAL MEETING 21 MAY 2019

I have pleasure in inviting you to attend the first Annual General Meeting (the "AGM" or "Meeting") of JTC PLC (the "Company") to be held on 21 May 2019 at JTC House, 28 Esplanade, St Helier, Jersey JE2 3RA at 10.30 am.

The formal notice of the Meeting, which is set out on pages 6 to 8 of this document (the "Notice"), sets out the business to be considered at the Meeting. The purpose of this letter is to provide you with further details about those items of business.

A hard copy of the Annual Report and Accounts is enclosed with this Notice and the Proxy Form for the Meeting. The Annual Report and Accounts and associated documents have now also been published on the Investor Relations section of our website (www.jtcgroup.com).

If you cannot attend the AGM but would like to vote on the resolutions, you may appoint a proxy via the CREST electronic proxy appointment service or by completing a Proxy Form and returning it to our registrars, Computershare.

Save for any procedural resolution, which may be taken on a show of hands, voting at the AGM will be taken by poll. This means that Shareholders will have one vote for every share they hold. The results of the poll will be published on our website, www.jtcgroup.com and released to the London Stock Exchange following the AGM.

This year, Shareholders will be asked to approve 14 resolutions. Resolutions 1 to 12 are proposed as ordinary resolutions requiring the approval of a simple majority of the votes cast at the Meeting. Resolutions 13 and 14 are proposed as special resolutions requiring the approval of at least three-quarters of the votes cast at the Meeting.

THE ANNUAL REPORT AND ACCOUNTS (RESOLUTION 1)

Shareholders will be asked to receive the Company's annual accounts, reports of the Directors (including the Strategic Report, Directors' Report and Directors' Remuneration Report) and Auditor's Report for the year ended 31 December 2018 (the "Annual Report and Accounts").

DIRECTORS' REMUNERATION REPORT (RESOLUTION 2)

The Company is required to seek Shareholders' approval of the Directors' Remuneration Report (which describes how the Company's Directors' Remuneration Policy has been implemented during the previous financial year) and this report can be found on pages 86 to 87 of the Annual Report and Accounts. The vote is advisory in nature; the Directors' entitlements to remuneration are not conditional upon Resolution 2 being passed. The Directors' Remuneration Report comprises the Letter from the Remuneration Committee Chairman and the Directors' Report on Remuneration.

DIRECTORS' REMUNERATION POLICY (RESOLUTION 3)

The UK remuneration reporting regulations contain provisions which make Shareholder approval of the Directors' Remuneration Policy (the "Policy") of UK-incorporated companies binding. As the Company is incorporated in Jersey those provisions have no legal effect. However, the Board considers that Shareholders would expect the Company to voluntarily mirror the requirements of the UK legislation so far as is practicable. The Board is happy to do so as the Directors consider that the new requirements will facilitate good corporate governance.

If the Policy is approved, all payments by the Company to directors and former directors are to be made in accordance with the Policy, unless the payment is separately agreed by the Shareholders, or if the Company wishes to amend the Policy, it will need to put a revised policy to Shareholders for approval before implementation.

Our proposed Directors' Remuneration Policy can be found on pages 81 to 85 of the Annual Report and Accounts. The Policy can also be found on the Corporate Governance section of our website. The Policy is intended to apply for three years beginning on the date of this year's AGM, subject to Shareholder approval. Unless required earlier, Shareholders will next be asked to approve the policy at the 2022 annual general meeting.

FINAL DIVIDEND (RESOLUTION 4)

A final dividend of 2 pence per ordinary share is recommended by the Directors. Subject to approval at the Meeting, the dividend will be paid on 21 June 2019 to Shareholders who are on the Register of Members at the close on business on 31 May 2019. The shares will become ex-dividend on 30 May 2019. An interim dividend of 1 pence per ordinary share was paid on 26 October 2018.

RE-APPOINTMENT AND REMUNERATION OF AUDITORS (RESOLUTIONS 5 AND 6)

The Company is required to appoint an external auditor at each AGM at which the annual accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

Resolution 5, on the Audit Committee's recommendation (the Audit Committee having evaluated the effectiveness and independence of the external auditor), proposes the re-appointment of the Company's existing external auditor, PricewaterhouseCoopers LLP, from the conclusion of the Meeting until the conclusion of the next meeting at which the accounts are presented.

Resolution 6 is a separate resolution which gives authority to the Audit Committee to determine the external auditor's remuneration.

RE-ELECTION OF DIRECTORS (RESOLUTIONS 7 TO 11)

The 2018 UK Corporate Governance Code and the Company's articles of association (the "Articles") require all of the Directors to retire at each AGM. All of the Directors have indicated their willingness to offer themselves for re-election. The Board, having considered the mix of skills, knowledge and experience of the Directors, confirms that each Director continues to perform his duties effectively, showing integrity and high ethical standards whilst maintaining sound, independent judgement in respect of all decisions taken at both Board and, where applicable, Board Committee level to ensure the Company's long term sustainable success.

The review process of the existing Directors and the Company's assessment of independence are described on pages 70 to 71, and pages 55 and 57 of the Annual Report and Accounts.

RESOLUTION 7: MICHAEL LISTON

Position: Non-Executive Chairman since February 2018; Member of the Nomination Committee, the Audit and Risk Committee and the Remuneration Committee.

Nationality: British

Age: 67

Other appointments: None.

Skills, experience and contributions: Mike is the Non-Executive Chairman of the Company, having joined the JTC board as non-executive director of JTC Group Holdings in 2012. Mike has extensive experience across public and private sector businesses. He was Chief Executive of Jersey Electricity plc between 1993 and 2008, leading the transformative diversification of the business. Mike has since held a number of non-executive roles, including: Chairman of AIM-listed Renewable Energy Generation Ltd; Chairman of AIM-listed KSK Emerging India Fund; and Chairman of Jersey Post. Mike was formerly Chairman of The Jersey Appointments Commission, established by the States of Jersey to ensure probity in senior public sector appointments. He is a Fellow of the Royal Academy of Engineering. In 2007, Mike was awarded an OBE for services to the electricity industry and charity. He was elected as a Jurat (Lay Judge) of the Royal Court of Jersey in 2012, retiring from this position in 2017.

RESOLUTION 8: NIGEL LE QUESNE

Position: Executive Director of the Company since January 2018; Chief Executive Officer of the Group.

Nationality: British

Age: 58

Other appointments: None.

Skills, experience and contributions: Nigel is Group Chief Executive Officer of the Company, having joined the Group in 1991 from PriceWaterhouse. He has been the key figure in the development of JTC over the last 28 years. Nigel provides strategic leadership and management for the Group, as well as developing the people he works with. He has extensive trust, fund and corporate administration experience, holding roles from personal trustee through to directorships of private and quoted companies. Nigel is a respected industry figure and has been frequently named as one of the top 20 trustees internationally in the

Citywealth Leaders List. In October 2015, Nigel was 'Highly Commended' in the International Director of the Year category at the UK IoD Director of the Year Awards and awarded the Global Director of the Year Award at the IoD Jersey Director of the Year Awards. In 2014, he was recognised as a leading 'Trustee of the Year' at the Citywealth Magic Circle Awards. Nigel is a fellow of both the Institute of Chartered Secretaries and Administrators and the Chartered Management Institute. He is also a member of the Society of Trust and Estate Practitioners, Jersey Taxation Society, the Institute of Directors and the Jersey Funds Association

RESOLUTION 9: DERMOT MATHIAS

Position: Senior Independent Non-Executive Director since February 2018; Chairman of the Audit and Risk Committee; Member of the Nomination Committee and the Remuneration Committee.

Nationality: British

Age: 69

Other appointments: Non-Executive Director and Chairman of the Audit Committee of Shaftesbury PLC. Governor of Activate Learning

Skills, experience and contributions: Dermot is a Chartered Accountant with extensive management, corporate finance and NED experience. A former Senior Partner of BDO LLP and former Chairman of BDO International LLP, the world's fifth largest accountancy group, he was also the firm's Head of Corporate Finance. Dermot joined a predecessor firm to BDO in 1973 and was made partner in 1980. After a period in management consultancy he joined the Corporate Finance group where he formed an advisory team and in this capacity led a large number of public and private transactions for major companies including Vodafone, Bank of Scotland, and Travelex. In his role as Chairman of BDO International LLP he was heavily involved in the strategic development and management of the BDO group. Since his retirement from BDO in 2010 Dermot has held a number of non-executive appointments.

RESOLUTION 10: MICHAEL GRAY

Position: Independent Non-Executive Director since February 2018; Chairman of the Nomination Committee and the Remuneration Committee; Member of the Audit and Risk Committee.

Nationality: British

Age: 53

Other appointments: Non-Executive Director Jersey Finance Limited; Non-Executive Director, member of the Audit Committee of GCP Infrastructure Investments Limited; Director of MMG Consulting Limited; Director J-Star Jersey Company Limited.

Skills, experience and contributions: Mike is a Fellow of the Chartered Institute of Bankers, and Associate Member of the Association of Corporate Treasurers and is an IoD qualified Director. Mike has over 20 years management experience in banking both with ultra high net worth clients and corporate banking, most recently as the Regional Managing Director, Corporate Banking and Chairman Funds, Financial Institutions UK at RBS International where he was responsible for over 250 staff covering Jersey, Crown Dependencies and British Overseas Territories. In a career spanning 31 years with The Royal Bank of Scotland PLC, Mike undertook a variety of roles including as an auditor for 4 years and gained extensive general management and lending experience across a number of industries. Mike utilises his corporate experience across a number of industries, now acting as an adviser to a number of companies with global interests and as a director of various Private Equity Funds.

RESOLUTION 11: MARTIN FOTHERINGHAM

Position: Executive Director of the Company since January 2018; Chief Financial Officer of the Group since 2015

Nationality: British

Age: 54

Other appointments: None

Skills, experience and contributions: As Chief Financial Officer, Martin is responsible for directing the financial strategy, planning and forecasting for the Group. He also ensures that all financial management information and reporting is in line with the strategic and operational objectives of the business. Martin joined JTC in 2015 and has finance experience across multiple sectors. Previously, Martin spent eight years at Moody where, as Group CFO, he helped to see the business through two successful buyouts and a trade sale to Intertek plc (a FTSE 100 Company). Martin started his career with BDO Binder Hamlyn and subsequently worked with Deloitte, PricewaterhouseCoopers, the Thomson Corporation and Bureau Veritas. Martin is a Chartered Accountant.

AUTHORITY TO ALLOT SHARES (RESOLUTION 12)

The Directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by Shareholders.

Resolution 12 renews a similar authority as detailed in the IPO Prospectus and is in two parts and the combined effect of Resolutions 12 and 13 is set out in the summary of Resolution 13 below.

The nominal amount of £376,070 referred to in each part of Resolution 12 is equal to one-third (a total of two-thirds) of the aggregate nominal value of the Company's ordinary shares in issue as at 8 April 2019 (being the latest practicable date before the publication of this letter).

DISAPPLICATION OF PRE-EMPTION RIGHTS (RESOLUTION 13)

Under Article 10 of the Articles, if the Directors wish to exercise the authority given under Resolution 12 and allot any shares for cash, they must offer them in the first instance to existing Shareholders in proportion to their existing shareholdings. However, in certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without a pre-emptive offer being made to existing Shareholders in accordance with Article 10 of the Articles.

Accordingly, this resolution, which is conditional on Resolution 12 having been passed, will, in accordance with Article 9 of the Articles, authorise the Directors to allot Equity Securities (as defined in the Articles) for cash, and to sell or transfer shares out of treasury for cash, without application of the pre-emption rights contained in Article 10 of the Articles up to an aggregate nominal amount of £56,410 representing 5% of the current issued ordinary share capital of the Company as at 8 April 2019 (being the latest practicable date before the publication of this letter).

The combined effect of Resolutions 12 and 13 means that the Directors will be empowered to allot Equity Securities for cash:

- (i) up to an aggregate nominal amount of £56,410 for any purpose free of all pre-emption rights; and
- (ii) up to an aggregate nominal amount of £752,140 for the purposes of a pre-emptive issue (as defined in the Articles) without application of the pre-emption rights contained in Article 10 of the Articles.

The authority granted pursuant to Resolution 12(i) may also be used by the Directors for the purposes of the Company's share schemes, any issues for non-cash consideration and any issues following the pre-emption procedure set out in Article 10 of the Articles.

The Directors intend to renew such power at successive AGMs in accordance with current best practice.

MARKET PURCHASE OF OWN SHARES (RESOLUTION 14)

The purpose of the authority in Resolution 14 is to enable the Company to make market purchases of its own shares. This resolution specifies the maximum number of ordinary shares which may be purchased representing 10% of the Company's issued ordinary share capital as at 8 April 2019 (excluding treasury shares) and the maximum and minimum prices at which they may be bought exclusive of expenses, reflecting the requirements of the Companies (Jersey) Law 1991 and the Financial Conduct Authority's Listing Rules.

The Directors have no present intention of exercising this power and the granting of this authority should not be taken to imply that any ordinary shares will be purchased. No purchase of ordinary shares will be made unless it is expected that the effect will be to increase earnings per share and the Directors consider it to be in the best interests of all Shareholders.

Under the Companies (Jersey) Law 1991, the Company is allowed to hold its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with additional flexibility in the management of its capital base. Such shares may be resold for cash or used to satisfy options issued to employees pursuant to the Company's employee share plans but all rights attaching to them, including voting rights and any right to receive dividends are suspended whilst they are held in treasury. If the Board exercises the authority by Resolution 14, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

There were no options to subscribe for shares outstanding at 8 April 2019, the latest practicable date before the publication of this letter.

RECOMMENDATION

The Directors believe that all of the Resolutions to be considered at the Meeting are in the best interests of the Company and its Shareholders as a whole. They unanimously recommend that you vote in favour of all of the proposed Resolutions. The Directors will be voting in favour of all of the proposed Resolutions in respect of their own shareholdings in the Company.

ACTION TO BE TAKEN

Whether or not you are able to attend the Meeting, please complete and return the enclosed Proxy Form so as to reach the Registrars by no later than 10.30 am on 17 May 2019 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). The Company also offers all Shareholders the right to lodge their proxy vote electronically and details of how to do this can be found in the notes to the Notice and on the front of the enclosed Proxy Form. Completion and lodging of the Proxy Form will not prevent you from attending and voting in person at the Meeting if you so wish.

I hope to see you at the AGM.

Yours sincerely

MIKE LISTON, OBE
CHAIRMAN

JTC PLC
(THE COMPANY)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting of the Company will be held at JTC House, 28 Esplanade, St. Helier, Jersey, JE2 3RA at 10.30 am on 21 May 2019.

Resolutions numbered 1 to 12 will be proposed as ordinary resolutions and those numbered 13 and 14 will be proposed as special resolutions. For ordinary resolutions to be passed, more than half of the votes cast must be in favour, while in the case of special resolutions at least three-quarters of the votes cast must be in favour.

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

1. To receive the annual accounts of the Company for the financial year ended 31 December 2018, together with the reports of the Directors and the Auditor's Report (the Annual Report and Accounts).
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) set out on pages 86 to 87 of the Annual Report and Accounts for the financial year ended 31 December 2018.
3. To approve the Directors' Remuneration Policy set out on pages 81 to 85 of the Directors' Remuneration report contained in the Annual Report and Accounts for the financial year ended 31 December 2018.
4. To approve a final dividend for the year ended 31 December 2018 of 2 pence per ordinary share in the capital of the Company, to be paid on 21 June 2019 to members whose names appear on the Register of Members of the Company as at the close of business on 31 May 2019.
5. To re-appoint PricewaterhouseCoopers CI LLP as external auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which annual report and accounts are laid before the meeting.
6. To authorise the Audit Committee to determine the remuneration of the external auditor.
7. To re-elect Michael Liston as a Director of the Company.
8. To re-elect Nigel Le Quesne as a Director of the Company.
9. To re-elect Dermot Mathias as a Director of the Company.
10. To re-elect Michael Gray as a Director of the Company.
11. To re-elect Martin Fotheringham as a Director of the Company.

12. THAT, the Directors of the Company be generally and unconditionally authorised, (without prejudice to the authorities conferred on the Directors elsewhere in these resolutions) for the purposes of Article 9 of the Company's articles of association (the "Articles") to exercise all the powers of the Company to allot Equity Securities (as defined in the Articles) and to grant rights to subscribe for or to convert any security into Equity Securities:

- i. up to an aggregate nominal amount of £376,070 for general purposes; and
- ii. up to an additional aggregate nominal amount of £376,070 where such securities have been offered by way of a pre-emptive issue (as defined in the Articles),

and so that the Directors may impose 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 the requirements of any regulatory body or stock exchanges or any other matter.

The authorities conferred under paragraphs (i) and (ii) (being the Authorised Allotment Amount as defined in the Articles) to apply until the earlier of 15 months after the passing of this resolution and the end of the next annual general meeting of the Company after the passing of this resolution but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted after the authority ends and the directors may allot Equity Securities under any such offer or agreement as if the authority had not ended.

To consider and, if thought fit, pass the following resolutions as Special Resolutions:

13. THAT, subject to and conditionally upon the passing of Resolution 12, the Directors be given the authority to allot Equity Securities (as defined in the articles of association (the "Articles")) for cash as if Article 10 of the Articles did not apply to any such allotment or sale, such authority to be limited to the general allotment of Equity Securities up to an aggregate nominal amount of £56,410 (being the Non-Pre-emptive Amount, as defined in the Articles), such authority to apply until the earlier of 15 months after the passing of this resolution and the end of the next annual general meeting of the Company after the passing of this resolution but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be allotted as if the authority had not ended.

14. THAT, the Company be authorised for the purposes of Article 57 of the Companies (Jersey) Law 1991 (the "Law") to make one or more market purchases of its ordinary shares, on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 11,282,097;
- (ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is £0.01;
- (iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share is not more than the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased, and 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 venues where the purchase is carried out;
- (iv) the authority hereby conferred shall apply until the earlier of 15 months from after the passing of this resolution and the end of the next annual general meeting of the Company after the passing of this resolution, unless previously revoked, varied or renewed by the Company in general meeting prior to such time; and
- (v) the Company may at any time prior to the expiry of such authority enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended and, pursuant to Article 58A of the Law, the Company may hold as treasury shares any ordinary shares purchased pursuant to the authority conferred by this Resolution 14.

By order of the Board of JTC PLC

Registered office:

JTC House
28 Esplanade
St Helier
Jersey
JE2 3QA

MIRANDA LANSDOWNE

JOINT COMPANY SECRETARY
JTC (JERSEY) LIMITED, COMPANY SECRETARY

18 April 2019

Notes to the Notice of AGM

1. All resolutions at the meeting will be decided by poll.
2. A 'Vote withheld' option is provided on the proxy form accompanying this Notice of Meeting, the purpose of which is to enable a member to withhold their vote on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.
3. A member who is entitled to attend and vote at the meeting is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the AGM. A Shareholder 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 Shareholder. A proxy need not be a member of the Company. A proxy may be appointed: – by completion and return of the proxy form enclosed with the Notice of Meeting; – via the CREST electronic proxy appointment service as described below.
4. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
5. To be valid, a completed form of proxy must be lodged with the Registrar of the Company: by 10.30 am on 17 May 2019 or the proxy must have been appointed in accordance with the procedures applicable to appointing a proxy via the CREST electronic proxy appointment service.
6. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who has been nominated to receive communications from the Company in accordance with Article 74 of the Company's Articles of Association (nominated persons). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
7. The statement of the rights of Shareholders in relation to the appointment of proxies in paragraphs 3, 4 and 5 above does not apply to nominated persons. The rights described in these paragraphs can only be exercised by Shareholders of the Company.
8. To be entitled to attend and vote at the AGM (and for the purpose of the determination of the votes they may cast) Shareholders must be registered in the register of members as at 6.00pm on 17 May 2019 (or, in the event of any adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to entries on the register of members after 6.00pm on 17 May 2019 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 21 May 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at 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 or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CREST Co's 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 by the latest time(s) for receipt of proxy appointments specified in the Notice of 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. 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 CRESTCo 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 their 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Article 34 of the Companies (Uncertificated Securities) (Jersey) Order 1999.

10. Shareholders should note it is possible that, pursuant to requests made by Shareholders under Article 67 of the Company's Articles of Association, the Company may be required to circulate a statement relating to:

- (i) a matter referred to in a proposed resolution to be dealt with at the AGM; or
- (ii) any other business to be dealt with at that meeting.

In certain circumstances the Company may require the Shareholders requesting any such circulation to pay its expenses in complying with such request.

11. As at 8 April 2019 (being the latest practicable date before the publication of this Notice), the Company's issued share capital was 112,820,977 Ordinary Shares of £0.01, each share carrying one vote. There were no ordinary shares held in treasury. Therefore, the total voting rights in the Company as at that date were 112,820,977.
12. Copies of:
 - (i) all contracts of service of the Directors;
 - (ii) letters of appointment for Non-Executive Directors; and
 - (iii) the Articles of the Company,

are available for inspection during usual business hours on any weekday (Saturdays and public holidays excepted) at the registered office JTC House, 28 Esplanade, St. Helier, Jersey, JE2 3QA until the date of the meeting and will be available for inspection at the place of the meeting 15 minutes prior to and until the conclusion of the meeting.

13. The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, received by the Company after the date of this Notice will be available on the Company's website at www.jtcgroup.com
14. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.