

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at JTC House, 28 Esplanade, St. Helier, Jersey, JE2 3QA at 9.30 am on Wednesday 21 May 2025.

Resolutions numbered 1 to 15 will be proposed as ordinary resolutions and those numbered 16 to 18 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 2024, together with the reports of the Directors and the Auditor's Report (the Annual Report and Accounts).
2. To approve the Directors' Remuneration Report set out on pages 87 to 112 of the Annual Report and Accounts for the financial year ended 31 December 2024.
3. To approve a final dividend for the year ended 31 December 2024 of 8.24 pence per ordinary share in the capital of the Company, to be paid on 27 June 2025 to members whose names appear on the Register of Members of the Company as at the close of business on 30 May 2025.
4. 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.
5. To authorise the Audit Committee to determine the remuneration of the external auditor.
6. To re-elect Michael Liston as a Director of the Company.
7. To re-elect Nigel Le Quesne as a Director of the Company.
8. To re-elect Martin Fotheringham as a Director of the Company.
9. To re-elect Wendy Holley as a Director of the Company.
10. To re-elect Dermot Mathias as a Director of the Company.
11. To re-elect Michael Gray as a Director of the Company.
12. To re-elect Erika Schraner as a Director of the Company.
13. To elect May Hong Mei Knight as a Director of the Company.
14. To elect Dawn Marriott as a Director of the Company.

15. 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 £562,545 for general purposes; and
- ii. up to an additional aggregate nominal amount of £562,545 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) will 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.

16. THAT, subject to and conditionally upon the passing of Resolution 15, 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 £168,763 (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.

17. THAT, subject to and conditionally upon the passing of Resolution 15, 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 allotment of Equity Securities up to an aggregate nominal amount of £168,763 (being the Non-Pre-emptive Amount, as defined in the Articles), and used only for the purpose 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 the notice, 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.
18. 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 16,876,343;
 - (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 18.

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

17 April 2025

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 or 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 9.30 am on 19 May 2025 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 close of business on the day which is two days before the day of the AGM (or, in the event of any adjournment, as at close of business on the date which is two days before the time of the adjourned meeting). Changes to entries on the register of members after that time 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 2025 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 that 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 11 April 2025 (being the latest practicable date before the publication of this Notice), the Company's issued share capital was 168,763,430 Ordinary Shares of £0.01 each, carrying one vote each. There were no ordinary shares held in treasury. Therefore, the total voting rights in the Company as at that date were 168,763,430.

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.

This year, Shareholders will be asked to approve 18 resolutions. Resolutions 1 to 15 are proposed as ordinary resolutions requiring the approval of a simple majority of the votes cast at the Meeting. Resolutions 16 to 18 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 2024 (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 96 to 118 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.

Final Dividend (Resolution 3)

A final dividend of 8.24 pence per ordinary share is recommended by the Directors. Subject to approval at the Meeting, the dividend will be paid on 27 June 2025 to Shareholders who are on the Register of Members at the close on business on 30 May 2025. The shares will become ex-dividend on 29 May 2025. An interim dividend of 4.3 pence per ordinary share was paid on 25 October 2024.

Re-appointment and Remuneration of Auditors (Resolutions 4 and 5)

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

Resolution 4, 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 5 is a separate resolution which gives authority to the Audit & Risk Committee to determine the external auditor's remuneration.

Re-election of Directors (Resolutions 6 to 14)

In compliance with the UK Corporate Governance Code and the Company's articles of association (the "Articles"), all Directors are required to retire at each annual general meeting. 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 their 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 76 to 77 and page 80 of the Annual Report and Accounts.

Authority to Allot Shares (Resolution 15)

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 15 is in two parts and the combined effect of Resolutions 15 and 16 is set out in the summary of Resolution 15 below.

The nominal amount of £562,545 referred to in each part of Resolution 15 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 11 April 2025 (being the latest practicable date before the publication of this Notice).

Disapplication of pre-emption rights (Resolutions 16 and 17)

Under Article 10 of the Articles, if the Directors wish to exercise the authority given under Resolution 15 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 15 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 £168,763 representing 10% of the current issued ordinary share capital of the Company as at 11 April 2025 (being the latest practicable date before the publication of this Notice).

The combined effect of Resolutions 14 and 15 means that the Directors will be empowered to allot Equity Securities for cash:

- (i) up to an aggregate nominal amount of £168,763 for any purpose free of all pre-emption rights; and
- (ii) up to an aggregate nominal amount of £1,125,090 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 15 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.

In addition, the Directors are seeking further authority under Resolution 17 to empower the Directors to allot Equity Securities for cash without application of the pre-emption rights contained in Article 10 of the Articles up to an aggregate nominal value of £168,763 which is equivalent to approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) on 11 April 2025, being the latest practicable date prior to the publication of this Notice. This is in addition to the 10% referred to in Resolution 16.

This extra authority is being sought in accordance with the Pre-Emption Group's Statement of Principles for the Disapplication of Pre-Emption Rights. The Statement of Principles permits disapplication authorities of up to 20% of issued ordinary share capital in total to be sought provided the extra 10% is used only in connection with the financing (or refinancing) of an acquisition or specified capital investment (as defined in the Statement of Principles). The Directors confirm that they intend to use the authority sought in Resolution 17 only in connection with such 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.

The Directors intend to renew such authorities under Resolutions 16 and 17 at successive annual general meetings.

Market purchase of own shares (Resolution 18)

The purpose of the authority in Resolution 18 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 11 April 2025 (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 18, 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 11 April 2025, the latest practicable date before the publication of this Notice.

DIRECTORS' BIOGRAPHIES

	MIKE LISTON, OBE Non-Executive Chairman	NIGEL LE QUESNE Chief Executive Officer	MARTIN FOTHERINGHAM Chief Financial Officer	WENDY HOLLEY Chief Operating Officer & Chief Sustainability Officer	DERMOT MATHIAS Senior Independent Non-Executive Director
AGE	73	64	60	58	75
NATIONALITY	British	British	British	British	British
APPOINTMENT TO BOARD	8 March 2018	12 January 2018 (joined the Group in 1991)	12 January 2018 (joined the Group in 2015)	19 July 2019 (joined the Group in 2008)	8 March 2018
COMMITTEE MEMBERSHIP	Nomination Remuneration	Not applicable	Not applicable	Nomination	Nomination Audit (Chair) Remuneration Governance & Risk
EXPERIENCE	Extensive experience across public and private sector businesses. Chief Executive of Jersey Electricity plc between 1993 and 2008, subsequently holding a number of Non-Executive roles.	Key figure in the development of JTC over the last 33 years with extensive trust, fund and corporate administration experience. Relevant skills	Extensive management and corporate finance experience.	Over 30 years' experience in financial services operations and HR.	Extensive management, corporate finance and NED experience.
RELEVANT SKILLS	Fellow of the Royal Academy of Engineering and the Institution of Engineering and Technology. Broad range of experience at Board level, including eight years' relevant industry experience.	Fellow of the Chartered Governance Institute. Extensive experience in leadership and management. Commercial, strategic, communication and investor relations skills. Experience of financial markets and fund management.	Chartered Accountant. Strong financial analysis skills. Extensive experience in financial management and reporting. Broad range of management experience.	Chartered FCIPD, MIAB. Broad range of management, project and business integration experience.	Chartered Accountant. Strong financial skills. Extensive experience in leadership and management.
EXTERNAL APPOINTMENTS	Non-Executive Director and Chair of the Remuneration and Nomination Committee and a member of the Audit & Risk Committee of Foresight Group Holdings PLC.	Not applicable.	Not applicable.	Not applicable.	Formerly Non-Executive Director and Chairman of the Audit Committee of Shaftesbury PLC (retired 25 February 2021 having served over eight years on the Board). Governor of Activate Learning.

MICHAEL GRAY	ERIKA SCHRANER	MAY HONG MEI KNIGHT	DAWN MARRIOTT
Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director
59	57	56	53
British	Swiss	British	British
8 March 2018	18 November 2019	5 December 2024	25 February 2025
Nomination Audit Remuneration (Chair) Governance & Risk	Nomination (Chair) Audit Remuneration Governance & Risk	Nomination Audit Remuneration Governance & Risk (Chair)	Nomination Audit Remuneration Governance & Risk
Over 20 years' senior management, financial and capital raising expertise and relevant experience.	IBM Corp. and Symantec Corp. Partner and Americas Operational Transaction Services leader (Tech Sector) at Ernst & Young (US). Partner, UK M&A Integration Leader & TMT M&A Advisory/ Delivering Deal Value Leader at PwC LLP, London.	Seasoned leader with 30 years' international experience across the UK, Europe, the US, and APAC.	Over 30 years' experience. across diverse sectors, she has held significant roles such as Chief Operating Officer and Board Member at Capita, and Chief Executive Officer of Azets.
FCBI, AMCT, Dip IoD. Communication and management skills. Extensive experience in the banking sector.	PhD in Management Science & Engineering. Extensive information technology and M&A experience.	MBA. Expertise in risk management, governance, strategy, leadership development and business growth.	Business growth, operations and governance, M&A and business integrations.
Non-Executive Director EPE Special Opportunities Limited. Formerly Non-Executive Director & member of the Investment Committee GCP Infrastructure Investments Limited (retired 13 February 2025).	Non-Executive Director Pod Point Group Holdings Plc. Senior Independent Non-Executive Director, Bytes Technology Group Plc. Senior Independent Director Hg Capital Trust Plc.	Independent NED and Chair of the Board Risk Committee at HSBC's Global Insurance business.	Serial Executive Chair at Hg, Europe's leading investor in software and service businesses, where she has been instrumental in supporting portfolio companies. Executive Chair team.blue, Executive Chair Geomatikk and Board member Azets.