



ANNUAL GENERAL MEETING

Notice of the 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 21 May 2024 at 9.30am, 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,

I am pleased to present the details of the Annual General Meeting (the "AGM" or "Meeting") of JTC PLC (the "Company" or "JTC") to be held on Tuesday 21 May 2024 at JTC House, 28 Esplanade, St Helier, Jersey JE2 3QA at 9.30am.

The formal notice of the AGM on pages 4 to 5 of this document (the "Notice"), sets out the business to be considered at the Meeting. Explanatory notes on all the Resolutions are set out on pages 6 to 9.

The Annual Report and Accounts and associated documents are published on the Investor Relations section of our website (www.jtcgroup.com/investor-relations/).

Directors' Remuneration Policy

Resolution 3

The UK remuneration reporting regulations contain provisions which make Shareholder approval of the Remuneration Policy for Executive and Non-Executive Directors (the "Remuneration 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 requirements facilitate good corporate governance. The current Remuneration Policy was approved by shareholders at the AGM held on 31 May 2022.

We reported in our 2022 Remuneration Report that the Remuneration Committee had decided to accelerated the review of the Remuneration Policy ahead of its third anniversary to better align the Remuneration Policy cycle with the strategy planning cycle, and the "Cosmos Era" (2024 – 2027).

Considerable time was spent in 2023 reviewing the current Policy, including the remuneration structure, performance measures, and remuneration opportunities. This review was completed in the context of market and governance best practices. The Committee also consulted with our largest shareholders obtaining a coverage of c. 60% of our issued share capital.

Following this review and the feedback received, the Committee concluded that the overall structure of the remuneration framework, including the performance measures applied for the annual bonus and the PSP awards, remains relevant and appropriate. However, in a market environment characterised by economic uncertainties and a shortage of talent, we want to continue to make JTC a place where the best and the brightest come and stay to build their careers. This means maintaining a fair and inclusive culture, where progress is based on merit and pay is used to fairly recognise and incentivise exceptional performance.

Remuneration levels should therefore be set at levels which are competitive within the financial services industry (excluding Banks) in which we operate, and fair compared to other senior management roles within the Company, taking account of internal relativities. These principles are reflected in the limited changes that the Committee is proposing for the Remuneration Policy.

The proposed Remuneration Policy can be found on pages 91 to 94 of the Directors' Remuneration Report for the year ended 31 December 2023, which is contained in the Annual Report and Accounts, and the changes are also summarised below.

Annual bonus – Increase maximum bonus opportunity from 100% to 150%, aligned to median levels for FTSE 250 companies.

Annual bonus deferral – Aligned with the proposed increase in the maximum bonus opportunity, for Executive Directors, 33% of any bonus earned will be deferred into shares for 2 years, consistent with market practice.

LTIP (PSP) – Increase maximum PSP opportunity from 150% to 200% of salary for the CEO and 175% of salary for the CFO and COO, aligned to FTSE 250 norms. No proposed changes to the existing exceptional maximum of 250% of salary. The Committee is cognisant of the need to ensure that the level of stretch built into performance targets takes into account the higher incentive opportunity.

Shareholding requirements – Aligned with the increase of LTIP opportunity, we propose to increase in-post shareholding guidelines from 150% of salary to 200% of salary for the CEO and 175% of salary for other Executive Directors. Shareholding requirements to be maintained for two years post-cessation of employment.

There are no changes proposed for the Non-Executive Director Remuneration Policy or to the Employee Incentive Plan, which the Executive Directors are not eligible to participate in.

The Board and the Remuneration Committee are satisfied that the proposed Remuneration Policy provides support to the Group's overall pay for performance philosophy, incentivises continued excellence, and provides sufficient flexibility to future proof JTC for growth now and over the long-term. It is in line and consistent with the applicable regulatory provisions, comments received from and the expectations of institutional shareholders, and best practice in executive remuneration.

If approved by Shareholders, the proposed Remuneration Policy shall remain valid for the three financial years following that in which it was approved. Unless required earlier, Shareholders will next be asked to approve the Remuneration Policy at the 2027 Annual General Meeting.

Directors' re-election

In line with the UK Corporate Governance Code, all Directors will retire at the 2024 AGM and resolutions 7 to 14 inclusive propose the re-election of the Directors. Biographical details with details of their specific contribution to the success of the Company are given in this Notice on pages 4 to 5.

Pre-emption disapplication threshold

Resolutions 16 and 17

Consistent with the provisions of the Pre-Emption Group's (PEG) updated Statement of Principles and template shareholder resolutions, and to the similar authorities granted at last year's AGM, the Board is seeking Shareholders' approval to:

- i. disapply pre-emption rights on up to 10 per cent of the issued share capital; and
- ii. disapply pre-emption rights for an additional 10 per cent for transactions which the board determines to be either an acquisition or a specified capital investment as defined by the Statement of Principles.

If approved by Shareholders the authorities conferred under Resolutions 16 and 17 will apply until the earlier of 15 months and the end of the next Annual General Meeting of the Company.

The Board confirms that it will comply with the conditions recommended by PEG for use of the disapplication authorities and will:

- prior to announcement of the issue, consult with its major shareholders to the extent reasonably practicable and permitted by law;
- give due consideration to the involvement in the placing of retail investors and existing investors not allocated shares as part of the soft pre-emptive process (see below);
- provide an explanation of the background to and reasons for the offer and the proposed use of proceeds, including details of any acquisition or specified capital investment;
- as far as practicable, make the issue on a soft pre-emptive basis;
- involve company management in the process of allocating the shares issued; and
- within one week of completion of the issue, make a post-transaction report publicly available through a RIS and submit a copy to PEG for inclusion in its Pre-Emption Database.

The Board considers the ability to raise larger amounts of capital swiftly and efficiently is appropriate given JTC's proven growth strategy and will provide greater flexibility when competing with private equity to acquire targets that could benefit the Company and its Shareholders substantially.

JTC has achieved consistent growth in both revenue and profits since its formation in 1987. Management has set the following medium-term guidance metrics:

- 8% – 10% net organic revenue growth per year;
- underlying EBITDA margin of 33% – 38%;
- net debt of 1.5x to 2.0x underlying EBITDA; and
- cash conversion in the range 85% – 90%.

The Board's strategy is to continue to grow revenues and maintain its operating margins by leveraging JTC's existing scalable operating platform, focussed on both organic growth and inorganic growth through carefully selected acquisitions.

JTC has a disciplined approach to acquisitions, with a well-established process for the assessment of opportunities, from initial identification, due diligence and documentation through to the deployment of a dedicated integration team to facilitate a swift transition onto the JTC platform.

Questions

Shareholders are encouraged to participate at the AGM by raising any questions in advance of the Meeting by emailing the Company Secretary at agm@jtcgroup.com by 11.00am on 17 May 2024.

Answers to questions on key themes will be published via the Company's website (www.jtcgroup.com/investor-relations) on 20 May 2024.

Further information on the AGM, including how to register for the shareholder webcast, obtain electronic copies of this Notice and a Form of Proxy can be found on our website (www.jtcgroup.com/investor-relations).

Recommendation

The Board believes 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 and will promote the long-term success of the Company. The Board unanimously recommends 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.

Explanatory notes on all the Resolutions are set out on pages 6 to 9 of this Notice.

All Resolutions will be put to a poll and the voting results will be published via the Regulatory News Service and on the Company's website as soon as possible following the AGM.

Your vote counts

Shareholder participation is valued by the Board and we strongly encourage all shareholders to participate in the business of the Meeting by submitting your votes on each of the Resolutions in advance using one of the methods listed below.

CREST	Via the CREST electronic proxy appointment service (for CREST members)
POST OR EMAIL	By completing a Form of Proxy in favour of the Chairman of the Meeting and returning it to our Registrar, Computershare

All Proxy Forms must reach the Registrars by no later than 9.30am on 17 May 2024 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

I am grateful to my fellow Directors, JTC's employees and to all of our Shareholders for their support in the year.

Yours faithfully,

MIKE LISTON, OBE
CHAIRMAN

18 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of the Company will be held at JTC House, 28 Esplanade, St. Helier, Jersey, JE2 3QA at 9.30am on 21 May 2024.

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 2023, 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 2023.
3. To approve the Directors' Remuneration Policy set out on pages 91 to 94 of the Annual Report and Accounts for the financial year ended 31 December 2023.
4. To approve a final dividend for the year ended 31 December 2023 of 7.67 pence per ordinary share in the capital of the Company, to be paid on 28 June 2024 to members whose names appear on the Register of Members of the Company as at the close of business on 31 May 2024.
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 Mike Liston as a Director of the Company.
8. To re-elect Nigel Le Quesne as a Director of the Company.
9. To re-elect Martin Fotheringham as a Director of the Company.
10. To re-elect Wendy Holley as a Director of the Company.
11. To re-elect Dermot Mathias as a Director of the Company.
12. To re-elect Michael Gray as a Director of the Company.

13. To re-elect Erika Schraner as a Director of the Company.

14. To re-elect Kate Beauchamp 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 £553,352 for general purposes; and
- ii. up to an additional aggregate nominal amount of £553,352 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 £166,006 (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 £166,006 (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 16,600,563;
- (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

18 April 2024

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 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 9.30am on 17 May 2024 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 2024 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 2024 (being the latest practicable date before the publication of this Notice), the Company's issued share capital was 166,005,629 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 166,005,629.

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 2023 (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 87 to 112 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 requirement facilitates good corporate governance. The current Remuneration Policy for Executive and Non-Executive Directors (the Remuneration Policy) was approved by shareholders at the AGM held on 31 May 2022. Our proposed Directors' Remuneration Policy can be found on pages 91 to 94 of the Directors' Remuneration Report for the year ended 31 December 2023, which is contained in the Annual Report and Accounts. 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 2027 Annual General Meeting.

Final Dividend (Resolution 4)

A final dividend of 7.67 pence per ordinary share is recommended by the Directors. Subject to approval at the Meeting, the dividend will be paid on 28 June 2024 to Shareholders who are on the Register of Members at the close on business on 31 May 2024. The shares will become ex-dividend on 30 May 2024. An interim dividend of 3.5 pence per ordinary share was paid on 20 October 2023.

Re-appointment and Remuneration of Auditors (Resolutions 5 and 6)

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 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 14)

In compliance with the 2018 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 79 to 80 and page 113 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 16 below.

The nominal amount of £553,352 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 2024 (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 £166,006 representing 10% of the current issued ordinary share capital of the Company as at 11 April 2024 (being the latest practicable date before the publication of this Notice).

The combined effect of Resolutions 15 and 16 means that the Directors will be empowered to allot Equity Securities for cash:

- (i) up to an aggregate nominal amount of £166,006 for any purpose free of all pre-emption rights; and
- (ii) up to an aggregate nominal amount of £1,106,704 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 16 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 £166,006 which is equivalent to approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) on 11 April 2024, 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 16 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 2024 (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 2024, 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

AGE	72	63	59	57
NATIONALITY	British	British	British	British
APPOINTMENT TO BOARD	8 March 2018	12 January 2018	12 January 2018	19 July 2019
COMMITTEE MEMBERSHIP	Nomination Remuneration	Not applicable	Not applicable	Nomination
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 29 years with extensive trust, fund and corporate administration experience.	Chartered Accountant with extensive management and corporate finance experience.	Over 30 years' experience in financial services operations and HR.
RELEVANT SKILLS	Broad range of experience at board level, including eight years' relevant industry experience.	Extensive experience in leadership and management. Commercial, strategic, communication and investor relations skills. Experience of financial markets and fund management.	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.
EXTERNAL APPOINTMENTS	Non-Executive Director and Chairman of the Audit Committee of Foresight Solar & Technology VCT Plc. Non-Executive Director and Chair of the Remuneration Committee at Foresight Group Holdings PLC.	Not applicable.	Not applicable.	Not applicable.

DERMOT MATHIAS	MICHAEL GRAY	ERIKA SCHRANER	KATE BEAUCHAMP
Senior Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director
74	58	56	49
British	British	Swiss	British
8 March 2018	8 March 2018	18 November 2019	24 March 2022
Nomination Audit (Chair) Remuneration Governance & Risk	Nomination Audit Remuneration (Chair) Governance & Risk	Nomination (Chair) Audit Remuneration Governance & Risk	Nomination Audit Remuneration Governance & Risk (Chair)
Chartered Accountant with extensive management, corporate finance and NED experience.	FCBI, Fellow AMCT, Dip IoD. Over 20 years' senior management, financial and capital raising expertise and relevant experience.	Executive at IBM Corp & 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.	Qualified lawyer with more than 20 years' experience in both private and commercial practice and in the provision of corporate and legal advisory services in both the UK and USA.
Strong financial skills. Extensive experience in leadership and management.	Communication and management skills. Extensive experience in the banking sector.	PhD in Management Science & Engineering. Extensive information technology and M&A experience.	Strong risk management skills. Extensive corporate governance, M&A contract negotiation and commercial litigation experience.
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.	Non-Executive Director & member of the Audit Committee GCP Infrastructure Investments Limited. Non- Executive Director EPE Special Opportunities Limited.	Non-Executive Director, Pod Point Group Holdings Plc. Senior Independent Non-Executive Director, Bytes Technology Group Plc. Non-Executive Director Hg Capital Trust Plc. Non-Executive Director Videndum Plc.	Not applicable.

