

## Notice of the Annual General Meeting of Forbes Ventures

Notice is hereby given that the Annual General Meeting (**AGM**) of Forbes Ventures with company registration number WK-143629 (Cayman Islands) and whose registered address is 190 Elgin Avenue, George Town, Grand Cayman KY1-9005, Cayman Islands will be held at:

Room 3, The Helix Rooms, Alderley Park, Alderley Edge, Cheshire SK10 4TF

on 2 May 2019

at 9.00am

At the AGM, you, as a member who is entitled to vote at the AGM, will be asked to consider and vote on the following resolutions below. Please note that all Resolutions shall be proposed as ordinary resolutions with the exception of resolutions 8 & 9 which will be proposed as special resolutions. Please review the Notes attached to this Notice.

The board considers that resolutions 1 to 9 are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of the resolutions.

**Notice is hereby given that the outcome of all resolutions will be decided on the results of a poll.**

### RESOLUTIONS

**1. Resolution 1 – Report and Accounts**

To receive and approve the Annual Report and Financial Statements for the year ended 31 December 2018. **(Ordinary Resolution)**

**2. Resolution 2**

To re-elect Mr P B Moss as a director. **(Ordinary Resolution)**

**3. Resolution 3**

To re-elect Mr R S Cooper as a director. **(Ordinary Resolution)**

**4. Resolution 4**

To re-elect Mr N A Quinton as a director. **(Ordinary Resolution)**

**5. Resolution 5**

To re-elect Mr I Zjalic as a director. **(Ordinary Resolution)**

**6. Resolution 6**

To elect Mr K Kashefi as a director. **(Ordinary Resolution)**

**7. Resolution 7 Appointment of Auditors**

To appoint AMS Accountants Corporate Ltd as auditors from the conclusion of the meeting until the conclusion of the annual general meeting to be held in 2020 and to authorise the directors to fix the auditors' remuneration. **(Ordinary Resolution)**

**8. Resolution 8 Increase of Authorised Capital**

To approve the increase of the Company's authorised share capital from a value of £50,000,000 of £0.05 par value shares (1,000,000,000 shares) to a value of £200,000,000 of £0.01 par value shares (20,000,000,000 shares). **(Special Resolution)**

**9. Resolution 9 Authority to allot shares and dis-apply pre-emption rights**

To authorise the Directors to allot and issue unissued shares in the capital of the Company as if the rights of pre-emption did not apply to any such allotment provided that such power shall be limited to the allotment and issue of shares up to an

aggregate nominal amount of £50,000,000, such authority to expire at the earlier of the next annual general meeting of the Company or 15 months from the date of this resolution. **(Special Resolution)**

By order of the Board

Peter B Moss

Director & Chairman

## **Notes to the Notice of Annual General Meeting**

### **Appointment of proxies**

If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting (See attached proxy form and notes).

### **Depository Interest Holders**

You will not receive a form of direction for the Annual General Meeting in the post. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

In the case of Depository Interest Holders, a form of direction may be requested and completed in order to instruct Link Market Services Trustees Limited, the Depository, to vote on the holder's behalf at the Meeting by proxy or, if the Meeting is adjourned, at the adjourned meeting. Requests for a hard copy should be sent to Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU (telephone number: 0871 664 0300 or 0371 664 0300).

To be effective, valid forms of direction (and any power of attorney or other authority under which it is signed) must be received electronically or delivered to Link Asset Services at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by no later 9.00am on 29 April 2019) or 72 hours before any adjourned Meeting.

The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.

The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, 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 the votes 'For' and 'Against' a resolution.

Depository Interest holders wishing to attend the meeting should contact the Depository at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by email by using [custodymgmt@linkgroup.co.uk](mailto:custodymgmt@linkgroup.co.uk) by no later than 9.00am on 29th April 2019.

## **Notes to Resolution 1**

### **Annual Report and Financial Statements**

The board of directors' will present their report and the financial statements for the year ended 31 December 2018. Copies of the accounts can be obtained from N Quinton Forbes Ventures, 2 George Street Alderley Edge, Cheshire SK9 7EJ. In addition, copies will be available for members at the meeting.

## **Notes to Resolutions 2 to 6**

### **Election and re-election of directors**

In accordance with good Corporate Governance all directors will offer themselves for election or re-election. A brief summary of each candidate is below:

**Peter Moss** – A highly renowned and experienced Chairman with a 35 year career in financial markets across a broad range of transactions. He is also Principal at London-based Praetorium Capital Ltd and has held senior positions with Dresdner Kleinwort Wasserstein, Donaldson Lufkin Jenrette, Commerzbank and GFI Group Inc.

**Rob Cooper** – An expert in financial services risk management and regulation with 15 years' experience in the sector, and a serial investor in start-up firms that seek to disrupt traditional professional services through the use of technology. Rob is a director of, and major shareholder in, Quanta Capital Ltd (A Company registered in British Virgin Islands) which holds a significant equity position in Forbes Ventures.

**Nigel Quinton** – An experienced finance professional who has held senior finance positions in Building societies, wealth management and specialist lending firms. He has been the Chief Executive of two building societies and more recently has been advising Financial Services firms, including a new banking start-up, on financial and risk management.

**Igor Zjalic** – A former Senior Portfolio Manager and Head of Rates for a large European asset management firm, directly managing USD 8 billion of fixed income assets and a former CEO of an investment advisory firm concentrating on Global Macro strategies and direct investment.

**Kirk Kashefi** – A practising barrister at the independent bar of England & Wales who is specialised in handling a broad range of highly complex, multi-jurisdictional, commercial and financial litigation, as well as having specific expertise on cases involving corporate governance and business ethics. He came to the independent bar after gaining years of experience in top-tier international law firms. He has also spent time as in-house counsel at a major international investment bank and a fund management firm.

## **Notes to Resolution 7**

### **Appointment of Auditors**

Resolution 7 seeks shareholder approval for the appointment of AMS Accountants Corporate Limited as the Company's auditors until the conclusion of the next annual general meeting at which the Company's accounts are laid before shareholders. This resolution also seeks authority to give the directors power to set the remuneration of the Company's auditors.

## **Notes to Resolution 8**

### **Resolution 8 Increase of Authorised Share Capital**

Resolution 8 seeks shareholder approval for the increase of the Authorised Share Capital of the Company. It is proposed that the authorised share capital be increased from £50,000,000 of £0.05 par value shares to £200,000,000 of £0.01 par value shares. This resolution increases the authorised share capital and not the issued. It is a regulatory requirement under Cayman Island law that the Company formally establishes and reports an Authorised Share Capital; this resolution formalises this requirement for regulatory reporting.

## **Notes to resolution 9**

### **Resolution 9 Authority to allot shares and dis-apply pre-emption rights**

To authorise the Directors to allot and issue unissued shares in the capital of the Company as if the rights of pre-emption did not apply to any such allotment provided that such power shall be limited to the allotment and issue of shares up to an aggregate nominal amount of £50,000,000, such authority to expire at the earlier of the next annual general meeting of the Company or 15 months from the date of this resolution.