



ALLFUNDS GROUP PLC

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about its contents or what action to take, you should seek your own personal advice from an independent financial adviser. If you have sold or transferred all your shares in Allfunds Group plc, please forward this document and the accompanying documents to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Dear Shareholder,

I am pleased to invite you to the first annual general meeting (the “**AGM**”) of Allfunds Group plc (the “**Company**”) as a listed company.

Location, date and time

The AGM will be held at 11:00 a.m. (London time) on 21 April 2022. We will hold a hybrid meeting, both in person at the Melia White House Hotel, Albany St, London NW1 3UP, United Kingdom, and virtually through the electronic facility “Evote by ING”. Shareholders who prefer to attend remotely may choose to either (i) virtually attend and participate in the meeting—including by voting and asking questions—in real time through that facility, or (ii) vote or appoint a proxy in advance of the meeting and simply watch the proceedings on www.allfunds.com on the date of the AGM. Full details of how to participate through each of these options are provided on pages 8 to 12 of this document. **Shareholders should follow public health advice before deciding whether to attend the meeting in person or not and are encouraged to exercise their voting rights virtually ahead of the meeting.**

Business of the AGM

The business to be transacted at the AGM is set out in this Notice and further explained in the Explanatory Notes on the Resolutions.

Resolutions 1 to 8 are proposed as ordinary resolutions and Resolutions 9 to 12 are proposed as special resolutions.

The Directors believe that all the proposed resolutions to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of the Resolutions. As at 21 March 2022, they do not own any ordinary shares in respect of which they will exercise votes.

The AGM will be conducted in English.

Question and answer session

We consider the AGM to be an important part of our shareholder engagement. Shareholders attending the meeting virtually will be able to ask questions in real time if they wish to do so. As Chair of the AGM, I will endeavour to ensure that discussions are kept relevant and that as many shareholders questions as possible are addressed. **To that end, I strongly encourage you to submit your questions in advance of the AGM by emailing investors@allfunds.com.**

Voting

All the proposed resolutions will be decided on a poll. This means that any shareholder present in person or by proxy shall have one vote for every share held. **If you cannot attend the AGM, I urge you to appoint a proxy or submit your vote in advance by following the instructions on the General Notes to this Notice.**

Yours faithfully,

Blake Kleinman – Chairman

21 March 2022

Notice of the 2022 Annual Meeting

Notice is hereby given that the annual general meeting (the “AGM”) of Allfunds Group plc (the “Company”) will be held at 11:00 a.m. (London time) on 21 April 2022 as a hybrid meeting, both in-person at the Melia White House Hotel, Albany St, London NW1 3UP, United Kingdom, and virtually through the electronic facility “Evote by ING”.

Shareholders who prefer to attend remotely may choose to either (i) virtually attend and participate in the meeting — including by voting and asking questions— in real time through that facility, or (ii) vote or appoint a proxy in advance of the meeting and simply watch the proceedings on www.allfunds.com on the date of the AGM. Full details of how to participate through each of these options are provided on pages 8 to 12 of this document.

Resolutions 1 to 8 are being proposed as ordinary resolutions and Resolutions 9 to 12 are being proposed as special resolutions. Ordinary resolutions may be passed with more than half of the votes cast in favour, while special resolutions may only be passed with at least three-quarters of the votes cast in favour.

Resolution 1

To receive the accounts of the Company for the year ended 31 December 2021, together with the Directors’ reports and the report of the auditors thereon.

Resolution 2

To approve a final dividend for the year ended 31 December 2021 of €0.05 per ordinary share in the capital of the Company.

Resolution 3

To approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy) for the year ended 31 December 2021, as set out on pages 83 to 92 of the Annual Report.

Resolution 4

To approve the Directors’ Remuneration Policy as set out on pages 93 to 101 of the Annual Report which, if approved, will take effect from 21 April 2022.

Resolution 5

To appoint Mr David Bennett as a Director of the Company with effect from 22 April 2022.

Resolution 6

To re-appoint Deloitte LLP as auditor of the Company to hold office until the end of the next general meeting of the Company at which the accounts are laid.

Resolution 7

To authorise the Directors to determine the auditor’s remuneration.

Resolution 8

To generally and unconditionally authorise the Directors, pursuant to section 551 of the UK Companies Act 2006, to:

- (i) allot shares in the Company, and to grant rights to subscribe for or to convert any securities into shares in the Company,
 - (a) up to an aggregate nominal amount of approximately €524,522, representing 209,808,782 shares with a nominal value of €0.0025 each, and
 - (b) comprising equity securities (as defined in the UK Companies Act 2006) up to an aggregate nominal amount of approximately €1,049,044, representing 419,617,565 shares with a nominal value of €0.0025 each (including within such limit any shares issued or rights granted under paragraph (a) above), in connection with an offer by way of a rights issue to holders of shares in proportion (as nearly as practicable) to their existing holdings or to holders of other equity securities if this is required by the rights of those equity securities, or if the Directors consider it necessary, as permitted by the rights of those equity securities, in each case subject to such exclusions or arrangements as the Board deems necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

for a period expiring on the earlier of the end of the next AGM of the Company or the close of business of 21 July 2023 (unless previously renewed, revoked or varied by the Company in general meeting);

- (ii) to make an offer or agreement, before this authority expires, which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority, and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired; and
- (iii) to revoke all existing authorities given to the Directors pursuant to section 551 of the UK Companies Act 2006 but without prejudice to the continuing authority of the Directors to allot shares in the Company, or grant rights to subscribe for or convert any security into shares in the Company, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Resolution 9

Subject to Resolution 8 being passed, to generally authorise the Directors pursuant to sections 570 and 573 of the UK Companies Act 2006:

- (i) to allot equity securities (as defined in the UK Companies Act 2006) for cash pursuant to the authority conferred by Resolution 8 as if section 561(1) of the UK Companies Act 2006 did not apply to such allotment, this power to be limited to:

(a) the allotment of equity securities for cash in connection with an offer of equity securities to holders of shares in the Company in proportion (or as nearly as practicable) to their existing holdings and to holders of other equity securities if this is required by the rights of those securities, or if the Directors consider it necessary, as permitted by the rights of those equity securities, subject to such exclusions or arrangements as the Board deems necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

(b) the allotment of equity securities for cash (other than as described in paragraph (a) above) up to an aggregate nominal value of approximately €78,678, representing 31,471,317 shares with a nominal value of €0.0025 each,

for a period expiring on the earlier of the end of the next AGM of the Company or the close of business of 21 July 2023 (unless previously renewed, revoked or varied by the Company in general meeting);

- (ii) to make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority, and the Directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired; and
- (iii) to revoke all existing authorities given to the Directors pursuant to sections 570 to 573 of the UK Companies Act 2006 but without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Resolution 10

Subject to Resolution 8 being passed, and in addition to any power given under Resolution 9, to generally authorise the Directors:

- (i) to allot equity securities (as defined in the UK Companies Act 2006) for cash pursuant to the authority conferred by Resolution 8 as if section 561(1) of the UK Companies Act 2006 did not apply to such allotment, this power to be limited to the allotment of equity securities for cash up to an aggregate nominal value of approximately €78,678, representing 31,471,317 shares with a nominal value of €0.0025 each, and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of 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 of AGM, for a period expiring on the earlier of the end of the next AGM of the Company or the close of business of 21 July 2023 (unless previously renewed, revoked or varied by the Company in general meeting),

(ii) to make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority, and the Directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired; and

- (iii) to revoke all existing authorities given to the Directors pursuant to sections 570 to 573 of the UK Companies Act 2006 but without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Resolution 11

To generally and unconditionally authorise the Company to make off-market purchases (as defined in section 693(2) of the UK Companies Act 2006) of its own ordinary shares pursuant to section 693A of the UK Companies Act 2006 for the purposes of, or pursuant to, an employees' share scheme (as defined in section 1166 of the UK Companies Act 2006), on such terms and in such manner as the directors may from time to time determine provided that:

- (i) the maximum aggregate number of ordinary shares authorised to be purchased is 62,942,634 shares;
- (ii) the minimum price per ordinary share that may be paid is €0.0025 and the maximum price (exclusive of expenses) per ordinary share that may be paid is the higher of:
- (a) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which the Company agrees to buy the relevant ordinary share, based on the share price on Euronext Amsterdam; and
 - (b) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out; and
- (iii) this authority shall expire on the earlier of the end of the next AGM of the Company or the close of business of 21 July 2023 (unless previously renewed, revoked or varied by the Company in general meeting), but without prejudice to the continuing authority of the Company to purchase ordinary shares pursuant to a contract concluded before the expiry of such authority and which might be executed wholly or partly after such expiry.

Resolution 12

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Marta Oñoro

Company Secretary

21 March 2022

Explanatory Notes to the Resolution

Notes to Resolution 1

The Directors must present the accounts of the Company for the year ended 31 December 2021, together with the Directors' reports and the report of the auditors thereon, to shareholders at the AGM. Shareholders are being asked to receive the accounts and the reports. These documents can be found in the Annual Report available on the corporate website (www.allfunds.com).

Notes to Resolution 2

A final dividend can only be paid after shareholders at a general meeting have approved it. Shareholders are being asked to approve a final dividend of €0.05 per ordinary share in respect of the year ended 31 December 2021. If the final dividend is approved, it will be paid on 27 April 2022 to all shareholders on the register of shareholders at the close of business on the dividend's record date, which will be 26 April 2022.

Notes to Resolution 3

The Directors must prepare and present the Directors' Remuneration Report for the year ended 31 December 2021, which may be found on pages 83 to 92 of the Annual Report. The Report gives details on the remuneration paid to the Directors during the year ended 31 December 2021. Shareholders are being asked to approve the Report (excluding the Directors' Remuneration Policy). The vote on this Resolution is advisory in nature, in that payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that Resolution 3 is not passed.

The Directors' Remuneration Policy included in the Directors' Remuneration Report is excluded from this Resolution. Its approval is sought under Resolution 4 below.

Notes to Resolution 4

Under the UK Companies Act 2006, the remuneration policy of a company's directors must be approved by shareholders at the general meeting at least every three years. Shareholders are being asked to approve the Directors' Remuneration Policy as set out on pages 93 to 101 of the Annual Report. The vote on this Resolution is a binding vote. If the Directors' Remuneration Policy is approved, it will take effect from the date of the AGM and the Company will only be able to make remuneration payments to current or prospective directors in accordance with the provisions of the Policy.

Notes to Resolution 5

At the time of admission to listing of the Company's shares on Euronext Amsterdam in April 2021, the Company announced its intention to appoint an independent director as Chair of the Board, be it either a newly-appointed director or an already existing one. In response to that announcement, the Remuneration and Appointments Committee conducted an assessment of the Board's profile and diversity and initiated an internal and external search process with the assistance of an external search firm. The Committee agreed what qualities, skills and attributes the future Chair should possess, and considered and interviewed multiple candidates. After a robust

search process, the Board, based on the previous proposal of the Remuneration and Appointments Committee, and in view of the provisions of the Board Diversity Policy and the Profile for Non-Executive Directors, agreed that Mr David Bennett should be appointed as a director of the Company with effect from 22 April 2022 in order to be further appointed as the Board's Chair. The Board considered the independence of Mr Bennett and concluded that he met the independence criteria set out in the Dutch Corporate Governance Code that the Company has voluntarily adhered to. Shareholders are being asked to approve this appointment. If appointed, Mr Bennett's term of office would last four years unless early retirement is mandatory or appropriate in line with the provisions of the Company's articles of association.

Mr Bennett's biographical details

- Skills: Mr Bennett (1962) has a profound knowledge of the global financial markets, with considerable experience in technology-driven financial services businesses and a deep strategic vision, having managed business growth and transformation, and corporate transactions from executive and non-executive roles. He is an experienced board member and chair for listed and non-listed companies, thus bringing a deep understanding of corporate governance and stakeholder engagement skills. He also contributes with his international mindset, being born in Kenya and having lived in UK, Singapore, US and New Zealand, and served in board roles with an international focus.
 - Experience: Mr Bennett worked in Alliance & Leicester Group from 1999 to 2008 (Abbey National Plc following its acquisition by Banco Santander in 2007), where he served in various roles from Group Treasurer to Group Finance Director, Group Chief Executive and Executive Director. Prior to that he worked in the Lloyds TSB Group from 1996 to 1998, where among others he served as Chief Executive Officer at Countrywide Bank in New Zealand and Risk Management Officer at the National Bank of New Zealand. Previously, he worked in Cheltenham & Gloucester (1988-1995), Chemical Bank (1985-1986) and Grindlays Bank (1983-1985).
- Mr Bennett also has extensive experience in board roles, having served as non-executive director at Together Personal Finance (2010-2019), HomeServe Membership (2012-2017), easyJet (2005-2014), Pacnet Ltd (2009-2014), Bank of Ireland UK (2013-2015), Pacnet (2009-2014), CMC Markets (2010-2012) and Clarity Commerce Solutions (2010-2011). He was also member of the Advisory Board of Glendevon King Asset Management (2011-2013) and of the Board of the British Bankers Association (2007-2008).
- Other relevant appointments: Mr Bennett currently serves as Board Chair and Senior Independent Director at Virgin Money UK plc, as non-executive director and Chair of the Audit and Risk Committee at PayPal (Europe) S.à r.l. et Cie., S.C.A., and as non-executive director at the Department of Work and Pensions of the British Government.

He has stepped down from his role as Board Chair at Ashmore Group plc effective from 22 April 2022 to accept his appointment at the Company.

- Education: Mr Bennett holds an MA in Economics from the University of Cambridge.
- Shareholding: Mr Bennett does not hold shares or option rights in the Company.

Notes to Resolution 6

The auditors of a company must be re-appointed at each general meeting at which accounts are laid. Shareholders are being asked to approve the re-appointment of Deloitte LLP as auditor of the Company to hold office until the end of the next general meeting of the Company at which the accounts are laid. An assessment of the effectiveness, independence and objectivity of the auditor has been undertaken by the Risk and Audit Committee, which has recommended to the Board that Deloitte LLP be re-appointed as auditor of the Company.

Notes to Resolution 7

Shareholders are being asked to authorise the Directors to determine Deloitte LLP's remuneration as auditors.

Notes to Resolution 8

The Directors may only allot shares in the Company, or grant rights to subscribe for or to convert any securities into shares in the Company, in accordance with article 9 of the Articles of Association, if so authorised by shareholders. Shareholders are being asked to grant said authorisation under the terms and conditions described below.

As specified in paragraph (i)(a) of the Resolution, the maximum amount of shares to be allotted under this authority would amount to approximately €524,522, that is approximately one third of the Company's existing issued share capital as at 21 March 2022 (the date of this Notice). Under paragraph (i) (b) thereof, said maximum amount would be increased up to approximately €1,049,044, that is approximately two thirds of the Company's existing share capital as at 21 March 2022 in connection with pre-emptive allotment of shares to existing shareholders by means of rights issues (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems).

The Directors' authority under this Resolution would expire on the earlier of the end of the next AGM of the Company or the close of business of 21 July 2023 (unless previously renewed, revoked or varied by the Company in general meeting).

For information, the Directors have no present plans to exercise the authority sought under this Resolution. However they consider it prudent to propose it, as it gives the Company flexibility to take advantage of business opportunities as they may arise.

The proposed authority is compliant with current guidelines issued by institutional investors for UK companies.

As at the date of this Notice, the Company holds no treasury shares.

Notes to Resolutions 9 and 10

Pre-emptive rights aim to prevent the holdings of existing shareholders being diluted against their wishes by the allotment of new shares. There may be occasions however, when the Directors need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. They can only do so if previously authorised by shareholders. Shareholders are being asked to grant said authorisation under the terms and conditions described below.

As specified in paragraph (i)(b) of Resolution 9, apart from rights issues or any other pre-emptive offer concerning equity securities, the maximum amount of shares to be allotted disapplying pre-emptive rights under this authority would amount to approximately €78,678, that is approximately five percent of the Company's existing issued share capital as at 21 March 2022 (the date of this Notice).

In addition, under Resolution 10, the Directors would be authorised to allot shares disapplying pre-emptive rights up to an additional aggregate nominal amount of approximately €78,678, and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice.

The Directors' authority under these Resolutions would expire on the earlier of the end of the next AGM of the Company or the close of business of 21 July 2023 (unless previously renewed, revoked or varied by the Company in general meeting).

For information, the Directors have no present plans to exercise the authority sought under these Resolution. However they consider it prudent to propose them because they give the Company flexibility to take advantage of business opportunities as they may arise.

The proposed authority is compliant with current guidelines issued by institutional investors for UK companies.

Notes to Resolution 11

The Company may only acquire its own shares if so authorised by shareholders, and it may only purchase them off-market. English law prohibits the Company from conducting on-market purchases as its shares are not traded on a recognised investment exchange in the United Kingdom. Shareholders are being asked to grant said authorisation under the terms and conditions described below.

The Company would be authorised to make off-market purchases of its own ordinary shares for the purposes of or pursuant to an employees' share scheme in accordance with section 693A of the UK Companies Act 2006, up to a maximum number of 62,942,634 shares, that is approximately ten percent of the Company's existing issued share capital as at 21 March 2022 (the date of this Notice). The proposed resolution also specifies the minimum and maximum price at which own shares might be purchased.

The Company's authority under this Resolution would expire on the earlier of the end of the next AGM of the Company or the close of business of 21 July 2023 (unless previously renewed, revoked or varied by the Company in general meeting).

For information, the Directors have no present plans to exercise the authority sought under this Resolution. They would only do so if it were in the best interest of the Company and for the benefit of shareholders generally. The Board is making no recommendation as to whether shareholders should sell their ordinary shares in the Company.

The proposed authority is compliant with current guidelines issued by institutional investors.

Notes to Resolution 12

Under the UK Companies Act 2006, all general meetings must be held on 21 days' notice unless shareholders approve a shorter notice period subject to a minimum of 14 clear days and provided certain conditions are met. Annual general meetings must continue to be held on at least 21 clear days' notice. Section 307A of the UK Companies Act 2006 and article 72 of the Company's Articles of Association allow for general meetings (other than annual general meetings) of the Company to be called at 14 clear days' notice if so authorised by shareholders. Shareholders are being asked to grant said authorisation. In order to allow for the shorter notice period and meet the requirements of the UK Companies Act 2006, the Company will continue to make electronic voting available to all shareholders. The shorter notice period is not intended to be used as a matter of routine for general meetings, but only where the Directors believe that the business of a particular meeting merits a 14 clear days' notice period and is thought to be to the advantage of shareholders as a whole. If approved, the authority will be effective until the next AGM.

Additional Notes to the AGM Notice

Right to attend and vote

The right to attend and vote at the AGM is determined by reference to the Company's register of shareholders. Only a shareholder entered in the register of shareholders at 11:00 a.m. (London time) on 19 April 2022 (the "**Record Date**") is entitled to attend and vote at the AGM and a shareholder may vote in respect of the number of ordinary shares registered in that shareholder's name at that time. Changes to the entries in the register of shareholders after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Virtually attending and participating (including by voting) in the AGM

Shareholders who wish to virtually attend and participate in the AGM shall register for the meeting no later than 11:00 a.m. (London time) on 19 April 2022 by logging in on the electronic platform 'Evote by ING', available at <https://evote.ingwb.com>, and following the online instructions.

Shareholders who register validly for the AGM will subsequently receive a confirmation of registration by email. Once registered, they may access the meeting and follow the proceedings in real time, vote and ask questions.

An active internet connection is required at all times to virtually attend and/or participate in the AGM. It is the user's responsibility to ensure he remains connected for the duration of the meeting.

Further instructions can be found on pages 10 to 11 of this document.

Watching the AGM webcast

Shareholders who wish to simply watch (and not participate in) the AGM via the webcast should go to www.allfunds.com and follow the online instructions. Unlike virtual attendance and participation, this webcast is for viewing only. It is not interactive and it is not possible to vote or ask questions remotely.

Attending and participating in the AGM in person

Shareholders who wish to attend and participate in the AGM in person shall choose such option electronically by accessing the electronic platform 'Evote by ING', available at <https://evote.ingwb.com>, and following the online instructions. Alternatively, they may instruct Euroclear accordingly. To do this, shareholders are advised to contact their bank or broker as soon as possible. **Shareholders should follow public health advice before deciding whether to attend the meeting in person or not and are encouraged to exercise their voting rights virtually ahead of the meeting.**

Any instruction, whether by hard copy or by electronic means, must be received by 11:00 a.m. (London time) on 19 April 2022. Shareholders who indicate they wish to attend the AGM in person will receive an admittance card.

Right to appoint proxies

Shareholders may appoint a proxy (who need not be a shareholder of the Company) to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM.

A shareholder may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A member holding shares as nominee for one or more shareholders can appoint more than one person to be its proxy. Any proxy appointed in such manner shall have the same rights (and be subject to the same restrictions) as a proxy appointed by any other member.

Proxy appointments may be in hard copy form or in electronic form.

A hard copy of the proxy form that may be used to appoint proxies and give proxy instructions in enclosed or may be found on the corporate website (www.allfunds.com). Proxy forms must be completed, signed and delivered in hand or by post to the Company's agent at ING Issuer Services, Attn. Robert Peerenboom (TRC 02.039), Foppingadreef 7, 1102 BD Amsterdam, The Netherlands, or alternatively to the Company's registered office at 2 Fitzroy Place, 8 Mortimer Street, W1T 3JJ London, United Kingdom.

The proxy form must be signed by the shareholder or a duly authorised attorney. In the case of a corporation, the proxy form shall be executed either by a duly authorised person of the corporation, or under its common seal or in any other manner authorised by its constitution.

Shareholders may also appoint their proxies electronically through the electronic platform Evote by ING, available at <https://evote.ingwb.com>, and following the online instructions.

To be valid, proxy forms must reach the Company, either in hard copy or electronically through the means abovesaid, no later than 11:00 a.m. (London time) on 19 April 2022, or if the AGM is adjourned, not less than 48 hours before the time for holding such adjourned AGM. Shareholders may change their appointment or voting instructions by submitting a new form in either hard copy or electronic form; however, the new form must be received by this final time. If two valid proxy forms or voting instruction forms are received from the same shareholder before the relevant closing time, the one last received will be counted. If the Company is unable to determine which was last received, none shall be treated as valid.

Right to appoint corporate representatives

Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member, provided that where more than one corporate representative is appointed (i) on a vote on a show of hands, each representative has the same voting rights as the corporation would be entitled to, and (ii) on a vote on a poll, where two or more corporate representatives purport to vote

in respect of the same shares, if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases, the power is treated as exercised in that way, and in other cases, the power is treated as not exercised.

Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the UK Companies Act 2006 to enjoy information rights (a “**Nominated Person**”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

Right to ask questions

Shareholders have the right to ask questions at the AGM. In light of the hybrid nature of the AGM, shareholders who attend the meeting virtually may ask questions in writing in real time through the electronic platform “Evote by ING” where they will log in to attend. To ensure that as many shareholders questions as possible are addressed, **shareholders are strongly encouraged to submit their questions to the Company in advance of the AGM by emailing investors@allfunds.com**. Questions should be received no later than 11:00 a.m. (London time) on 19 April 2022.

The Company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

Audit concerns

Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on a website setting out any matter relating to: (i) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the last annual general meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the

statement to the Company’s auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Total voting rights

Allfunds Group plc’s issued share capital as at 21 March 2022 (being the latest practicable date prior to the publication of this Notice) consisted of 629,426,348 ordinary shares. Each ordinary share carries one vote. The Company holds no shares in treasury.

Poll voting

All resolutions will be put to a poll vote. This means that any shareholder present in person or by proxy shall have one vote for every share held.

Voting results

The results of the voting at the AGM will be posted on our website (www.allfunds.com) as soon as practicable following the conclusion of the AGM.

Electronic publication

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at <https://investors.allfunds.com/agm>.

Electronic addresses

Shareholders may not use any electronic address in this Notice or any related documents (including the Annual Report) to communicate with the Company other than for expressly stated purposes.

Documents available for inspection

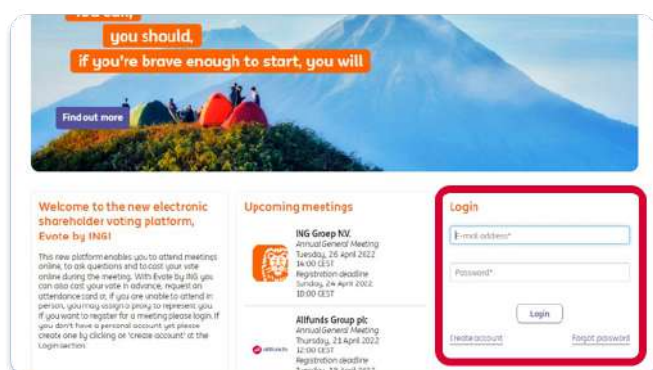
The following documents are available for inspection during business hours at the registered office of the Company, at 2 Fitzroy Place, 8 Mortimer Street, W1T 3JJ London, United Kingdom, on any weekday (public holidays excluded and as allowed by law):

- A copy of the 2021 Annual Report
- A copy of the Articles of Association
- Copies of the Directors’ appointment letters

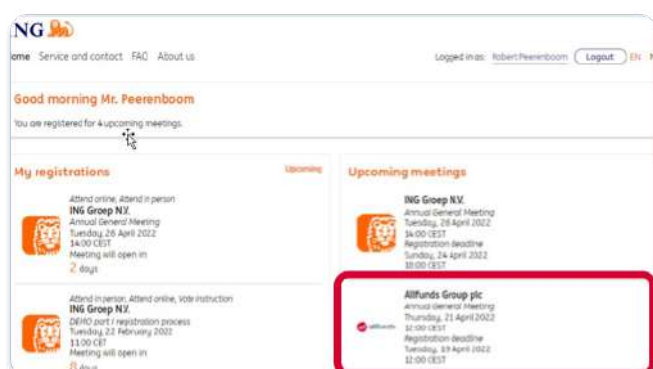
How to virtually attend the AGM

Pre-registering for the AGM

No later than 11:00 a.m. (London time) on 19 April 2022, open the 'Evote by ING' website (<https://evote.ingwb.com>) and login to your account:

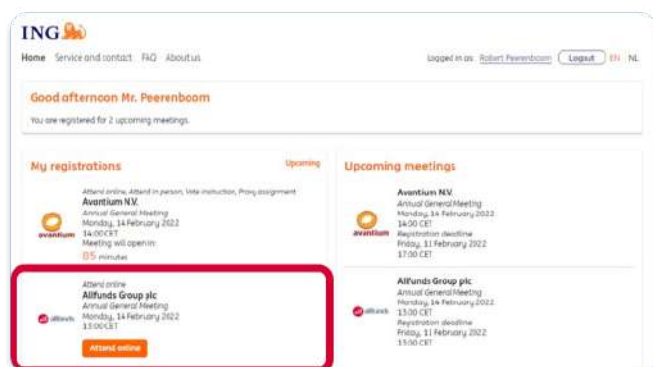


Select the Allfunds Group Plc 2022 AGM among the upcoming meetings and register for it:



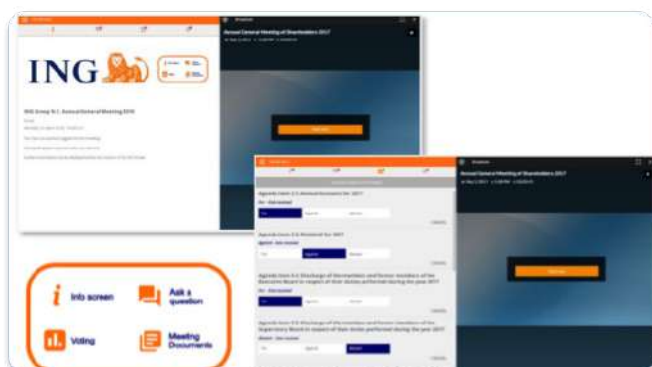
Joining the AGM

On the date of the AGM, open again the 'Evote by ING' website, login to your account, click on the Allfunds Group Plc 2022 AGM and select the option to attend online:



Virtual streaming, live voting and Q&A

You will then be automatically redirected to the AGM environment on a platform provided by Lumi, where you will be able to view the meeting, access the meeting documents ask questions in writing and vote live:



Requirements

An active internet connection is required at all times to virtually attend and/or participate in the AGM. It is the user's responsibility to ensure he remains connected for the duration of the meeting.

