

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE INDEPENDENT PROFESSIONAL ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) WHO SPECIALISES IN ADVISING IN CONNECTION WITH SHARES AND OTHER SECURITIES. IF YOU ARE OUTSIDE THE UK, YOU SHOULD IMMEDIATELY CONSULT AN APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISOR.

If you have sold or otherwise transferred all your shares in Amigo Holdings PLC (the “**Company**”), please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

AMIGO HOLDINGS PLC

Notice of General Meeting

To be held at

**Bournemouth Highcliff Marriott Hotel, 105 St Michael’s Road, Bournemouth BH2 5DU
on Wednesday 8 March 2023 at 10.00 am**

**Details of the webcast will be made available on the Company’s website:
www.amigopl.com/investors.**

Notice of the General Meeting of the Company which has been convened for Wednesday 8 March 2023 at Bournemouth Highcliff Marriott Hotel, 105 St Michael’s Road, Bournemouth BH2 5DU at 10.00 am (United Kingdom time) (the “**General Meeting**”) is set out on page 4 of this document (the “**Notice**”). All references to time in this document shall be to the relevant time in the United Kingdom.

Letter from the Chair of the Board

AMIGO HOLDINGS PLC

(Incorporated in England and Wales with Registered No. 10024479)

Registered office: Nova, 118-128 Commercial Road, Bournemouth, BH2 5LT

Directors:

Jonathan Roe – Chair of the Board

Maria Darby-Walker – Non-Executive Director and Senior Independent Director

Michael Bartholomeusz – Non-Executive Director

Jerry Loy – Non-Executive Director

Danny Malone – Chief Executive Officer

Kerry Penfold – Chief Financial Officer

16 February 2023

Dear Shareholder,

Notice of General Meeting

I am writing to you with details of a General Meeting which we are holding at Bournemouth Highcliff Marriott Hotel, 105 St Michael's Road, Bournemouth BH2 5DU, on Wednesday 8 March 2023 at 10.00am. The formal Notice of General Meeting is set out on page 4 of this document. Explanatory notes are set out on pages 5 to 6 of this document.

Under the Companies Act 2006, where the value of a company's net assets are half or less of its called-up share capital, the directors are required to call a general meeting to consider whether any, and if so what, steps should be taken to address the situation.

As at 31 March 2022, the Company, on a standalone basis, had net liabilities of £43.7 million and called-up share capital of £1.2 million, as shown in the Company's statement of financial position at such date. The Board confirms that the value of the net assets of the Company, on a standalone basis, continues to be less than half of the Company's called-up share capital. This does not relate to the Company's consolidated statement of financial position which, as at 31 March 2022, showed net assets of £47.9 million, significantly exceeding the Company's called-up share capital of £1.2 million, and which the Board confirms continues to exceed the Company's called-up share capital.

This position has arisen because the carrying value of subsidiaries in the accounts of the Company has been impaired in the period. The impairment resulted from comparing the lower of the fair value of the subsidiary companies, as calculated using the share price of the Company as a proxy for market value and the carrying value of net assets on the Company's consolidated statement of financial position. The impairment review performed in connection with the Company's financial statements for the financial year ended 31 March 2022 resulted in an impairment charge of £47.6 million to the Company's investment in subsidiaries as at 31 March 2022, which reduced the Company's net assets position.

The Board is calling the General Meeting under the requirements of s.656 of the Companies Act 2006, but shareholders should note that the value of the Company's standalone net assets relative to the Company's paid up share capital, as described above, is not a new development.

In light of the above, the Board does not consider it necessary to propose any resolutions in relation to this matter at the General Meeting, which is therefore for discussion only. The main items on the agenda will be the Company's capital position and the steps the Board have taken, and are taking, to remedy this, namely the Company's ongoing capital raise process (the "**Capital Raise**") and the Amigo group's Scheme of Arrangement ("**Scheme**"). The Board welcomes dialogue with shareholders and the General Meeting will provide a forum to discuss latest developments. More information about the developments on the ongoing Capital Raise will be provided in the quarterly results statement for the three month period to 31 December 2022 which is due to be released on Thursday 23 February 2023.

I would also like to draw the attention of shareholders to the fact that the Board has a responsibility to switch the business to the Fallback Solution (an orderly wind-down) under the Scheme immediately if it does not expect that the Company will be able to complete the Capital Raise by 26 May 2023. This is in order to preserve cash resources for creditors. This means that a decision could be made at any time, including before the date of the General Meeting, to put Amigo into the Fallback Solution in the event it becomes clear, or the Board does not expect that, the Capital Raise will be completed by 26 May 2023. The Board also has responsibility not to incur undue costs on any contingency if it does not expect that the Company will be able to complete the Capital Raise by 26 May 2023.

Attendance at the General Meeting

It is the Company's intention that shareholders will be able to attend the General Meeting, in person, should you so wish. The General Meeting will be held in the Bournemouth Highcliff Marriott Hotel, 105 St Michael's Road, Bournemouth BH2 5DU. To accommodate as many shareholders as possible who cannot come to the General Meeting in person and the requirements of those who do not feel comfortable with attending a public meeting, the Company will also provide a webcast for shareholders to be able to listen to and view the General Meeting. As in previous meetings we have recently held this way, we would ask those attending remotely to submit detailed questions to the Board in advance of the General Meeting by emailing companysecretary@amigo.me, including their full name and investor code (IVC number). In addition, we will endeavour to address questions submitted during the meeting using the 'chat' facility on the zoom link.

No Voting

As described above, the Board is not proposing any resolutions in relation to this matter at the General Meeting, which is for discussion only. Shareholders can, however, appoint and register a proxy to attend and speak on their behalf at the General Meeting. Proxy appointments should be made electronically at www.signalshares.com. Further details are set out in the notes to this Notice of General Meeting. To be valid, proxies must be received by no later than 10 a.m. on Monday 6 March 2023.

Yours faithfully

Jonathan Roe
Chair of the Board

Notice of General Meeting 2023

Notice is hereby given that the general meeting (the “**General Meeting**”) of Amigo Holdings PLC

(the “**Company**”) will be held at Bournemouth Highcliff Marriott Hotel, 105 St Michael’s Road, Bournemouth BH2 5DU on Wednesday 8 March 2023 at 10.00 am,

NET ASSETS BEING HALF OR LESS OF CALLED-UP SHARE CAPITAL

To consider whether any, and if so what, steps should be taken to address the net assets of the Company being half or less of its called-up share capital, pursuant to section 656(1) of the Companies Act 2006.

By order of the Board of Directors

Roger Bennett

Company Secretary

16 February 2023

Registered Office

Nova

118-128 Commercial Road

Bournemouth

England

BH2 5LT

Additional information in respect of the notice and General Meeting (including in relation to appointment of proxies)

Entitlement to attend

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that in order to have the right to attend at the General Meeting of Amigo Holdings PLC, which will be held at Bournemouth Highcliff Marriott Hotel, 105 St Michael's Road, Bournemouth BH2 5DU on Wednesday 8 March 2023 at 10.00 am, a person must be entered on the register of members of the Company at close of business on Monday 6 March 2023 or, in the event of any adjournment, at close of business on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or speak at the meeting.
2. If restrictions are placed on attendance in person at the meeting, the Company regrets that it will not be possible for shareholders (other than those forming the quorum, which will be facilitated by the Company) to attend the General Meeting in person. Any shareholders who try to attend the General Meeting in this situation will be turned away. If this should happen, the Company intends to continue holding the General Meeting.
3. Shareholders will be able to listen to and view the General Meeting via webcast. Details of the webcast will be made available on the Company's website (www.amigopl.com/investors). Shareholders listening to and viewing the General Meeting via webcast will not be counted as being present at the General Meeting. Shareholders can submit questions to the Board in advance of the General Meeting by emailing companysecretary@amigo.me by no later than 10.00 am on Monday 6 March 2023, including their full name and investor code (IVC number).

Appointment of proxies

4. A member is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak General Meeting.
5. To be valid a member must appoint a proxy or proxies electronically at www.signalshares.co (where full instructions on the procedure are given) with the appointment being received by no later than 10.00 am on Monday 6 March 2023.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Nominated persons

7. If you hold your shares through a broker or a nominee, you will need to ask your broker or nominee to submit your proxy on your behalf.
8. Any person to whom this notice is sent who is a nominated person under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of rights.
9. The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

Appointment of corporate representatives

10. Any corporation which 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 they do not do so in relation to the same shares.

Right to ask questions

11. Any member attending a General Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the meeting 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 meeting that the question be answered.

Additional information

12. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.amigopl.com.
13. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Nova

***118-128 Commercial Road
Bournemouth BH2 5LT United Kingdom
www.amigopl.com***

