



19 April 2024

Dear Shareholders,

Notice of Annual General Meeting (the “AGM”) of LMS Capital plc (the “Company”) and Annual Report and Accounts for the Year Ended 31 December 2023

Please accept this letter as notification that the Company’s Annual Report and Accounts for the year ended 31 December 2023 (the “**Annual Report**”) and the Notice of our 2024 Annual General Meeting (the “**Notice**”) have now been published on the Company’s website at <http://www.lmscapital.com> and are enclosed for shareholders who elected for a hard copy of the Annual Report.

AGM RESOLUTIONS

This letter does not contain the full details of the resolutions to be proposed at the AGM. These are contained in the Notice, which is attached, and should be read before you complete your vote.

The Directors consider that the resolutions contained in the Notice and which are to be proposed at the AGM are in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favour of them, as they intend to do in respect of their own shareholdings.

AGM ATTENDANCE

The AGM will be **held at 11.00 a.m. (BST) on Wednesday 15 May 2024 at 3 Bromley Place, London W1T 6DB.**

The AGM gives shareholders an opportunity to meet with the Directors, for them to provide an update on the Company’s business and to answer shareholder questions.

We encourage shareholder attendance in person. Shareholders who wish to attend the meeting in person are asked to register their intention as soon as practicable by email to cgarrod@lmscapital.com.

Voting at the AGM will be undertaken by way of a poll, on which each shareholder has one vote for each share held. The Board believes that this will result in an outcome that more accurately reflects shareholder views. Please either register your proxy appointment electronically by following the instructions on page 5, or complete and submit your proxy form in accordance with the instructions in the notes on pages 5 to 6. The completion and return of the proxy form will not preclude you from attending the meeting and voting in person.

Shareholders may also remotely attend and submit written questions by webinar (“the **AGM Webinar**”), per the instructions detailed below, which will be recorded and be made available on the Company’s website.

The Directors will give a business update to shareholders and answer relevant questions at the beginning of the AGM, after which the formal business as set out in the Notice of AGM will be considered.

ACTIONS TO BE TAKEN BY SHAREHOLDERS

All Resolutions for consideration at the Meeting will be decided on a poll rather than a show of hands. This means that each shareholder has one vote for every share held. We value direct engagement with our shareholders, but on this particular occasion, I would encourage you, regardless of the number of shares you own, to complete, sign and return the accompanying Form of Proxy appointing the Chairman of the Meeting, as your proxy regardless of whether you plan to attend in person. This will ensure that your vote will be counted even if attendance at the Meeting is restricted or you are unable to attend.

Shareholders should return the Form of Proxy to our Registrars as soon as possible but, in any event, by no later than 11.00 a.m. (BST) on 13 May 2024. Registration of a proxy appointment will not prevent you from attending in person and voting at the Meeting or from attending electronically if you so wish.

1. **VOTING** – The Company recommends shareholders to vote electronically at <https://investorcentre.linkgroup.co.uk/Login/Login> as your vote will automatically be counted. In order to vote electronically shareholders will require their investor code which, if you don't already have to hand, can be obtained from the Company's Registrar who can be contacted as set out below. If you prefer to vote using the paper proxy form, you are encouraged to do so well in advance of the legal deadline to avoid the risk of the proxy form not being received and not having your vote counted.

If a shareholder is a CREST member, they can use the electronic proxy service provided by Euroclear.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 11.00 a.m. on 13 May 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

If you need help with voting online, please contact our Registrar, Link Group, on **0371 664 0300**. Alternatively, you can email Link at shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m. (BST) Monday to Friday excluding public holidays in England and Wales.

2. **AGM WEBINAR** – We are pleased to be able to provide a facility for shareholders to follow the AGM remotely and submit questions to the Board on the business of the meeting, should they wish to do so. This can be done by signing into the AGM Webinar, which will be hosted by the Investor Meet Company platform. Please register your attendance on the following link: <https://www.investormeetcompany.com/lms-capital-plc/register> and the AGM Webinar details will be sent to you nearer the AGM date. The Registration is free.

Investors who already follow LMS CAPITAL PLC on the Investor Meet Company platform will automatically be invited.

3. **QUESTIONS** – The Company encourages you to submit any question that you would like to be answered at the AGM by sending it, together with your name as shown on the Company's register of members, to the following email address: cgarrod@lmscapital.com so that it is received by no later than 14 May 2024. Please see explanatory note on page 8 for guidance on shareholders' rights to ask questions and when the Company will cause them to be answered.

Questions can also be pre submitted in advance of the AGM via the Investor Meet Company Platform up to 9.00 a.m. on 14 May 2024, being the day before the AGM, or via the Investor Meet Platform at any time during the AGM itself. The Board will respond to key questions during the meeting, and will provide all such answers on its website as soon as possible thereafter.

May I take this opportunity to thank you for your continued support as a shareholder of LMS Capital plc and to wish you and your families well.

Yours faithfully,

Hon. Robert Rayne
Chairman

Notice of Annual General Meeting

NOTICE IS GIVEN that the Annual General Meeting of LMS Capital plc (the “**Company**”) for 2024 will be held at 11.00 a.m. on Wednesday 15 May 2024 at 3 Bromley Place, London, W1T 6DB, to consider and, if thought fit, pass the resolutions as set out below.

Resolutions 1 to 12 will be proposed as ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast for or against are in favour. Resolutions 13 to 15 will be proposed as special resolutions. These resolutions will be passed if not less than 75% of the votes cast for and against are in favour. Further information on all resolutions is given in the Explanatory Notes on pages 10 to 12.

ORDINARY RESOLUTIONS

1. To receive the Company’s audited annual report and accounts for the year ended 31 December 2023 (the “**Annual Report**”).
2. To approve the Directors’ Remuneration Report for the year ended 31 December 2023 set out on pages 36 to 50 of the Annual Report.
3. To declare a final dividend of 0.625 pence per ordinary share for the year ended 31 December 2023, which shall be payable to holders of ordinary shares who are on the register of members as at the close of business on 31 May 2024.
4. To re-elect Robert Rayne as a director.
5. To re-elect Nicholas Friedlos as a director.
6. To re-elect Peter Harvey as a director.
7. To re-elect Graham Stedman as a director.
8. To re-elect James Wilson as a director.
9. To re-appoint BDO LLP as auditor of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company.
10. To authorise the Directors to determine the auditor’s remuneration.
11. That, the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) and in substitution for all existing authorities under that section, to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (the “**Rights**”) up to an aggregate nominal amount of £2,690,915 during the period commencing on the date of the passing of this resolution and expiring (unless previously varied as to duration, revoked or renewed by the Company in a general meeting) at the conclusion of the Annual General Meeting of the Company in 2025 or on 31 July 2025, whichever is earlier, except that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights in pursuance of any such offer or agreement as if this authority had not expired.
12. THAT the Rules of the LMS Capital plc 2023 Share Incentive Plan adopted by shareholders on 17 May 2023 be and are hereby amended as follows and that the Directors be and are hereby authorised to do all acts and things necessary to bring the same into effect:

- i. By inserting a new Rule 8.7, as follows:

‘8.7 Other corporate events

Notwithstanding Rule 6.1 but subject to the other provisions of this Rule 8, if an event occurs, including but not limited to an acquisition or other transaction, placing or other new issue of Shares, as a result of which the shareholders in the Company immediately before the event hold less than 50 per cent of the Shares in issue immediately after the event, the Committee may (but is not required to) give notice to Participants that an Award which has not vested in accordance with Rule 6.1, shall vest on the completion of such event. In such circumstances, an Option may be exercised at any time during the period of six months following the date of the event. Any Option not exercised within this period shall lapse immediately upon the expiry of the six-month period.

Unless the number of Shares in respect of which an Award (or any part of it) vests has already been determined, the number of Shares in respect of the Award will vest shall be determined by the Committee and, unless the Committee determines otherwise, after taking into account:

- (A) the extent to which the Performance Conditions have been satisfied at the date of the event; and
- (B) the proportion of the period between the Grant Date and the Normal Vesting Date (or in the case of an Award that vests in tranches, in such proportion that the Committee determines appropriate) that has elapsed at the date of the relevant event (or such other relevant period as the Committee may determine).'

ii. By inserting a new Rule 8.8, as follows:

'8.8 Other corporate events; conditional exercise

Notwithstanding Rule 6.1, if the Committee considers it likely that as a result of an event, including but not limited to an acquisition or other transaction, placing or other new issue of Shares, the shareholders in the Company immediately before the event will hold less than 50 per cent of the Shares in issue immediately after the event, the Committee may give notice to Participants that an Award, to the extent it has not vested in accordance with Rule 6.1, will vest on the condition that such event occurs.

Unless the number of Shares in respect of which an Award (or any part of it) vests has already been determined, the number of Shares in respect of the Award that will vest shall be determined by the Committee in accordance with Rule 8.7 on the basis of an estimated date on which the Committee considers the relevant event is reasonably expected to occur.

A Participant shall be entitled to exercise their vested Option (including an Option which had vested before such notice is given) in accordance with Rule 6.2, conditionally on such event occurring, at any time during the period beginning with the date the notice is given and ending immediately before such event occurs.

If such event does not occur, any conditional vesting or conditional exercise of an Option shall be of no effect and the Option shall continue to exist on the terms which applied before the Committee gave such notice of conditional vesting.'

iii. By making consequential amendments to the Rules to reflect the amendments at i and ii above.

SPECIAL RESOLUTIONS

13. That, subject to the passing of resolution 11 above, the Directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the general authority conferred on them by resolution 11 and/or to sell equity securities held by the Company as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- a. any such allotment and/or sale of equity securities in connection with an offer by way of a rights issue or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, made to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - b. any such allotment and/or sale, otherwise than pursuant to paragraph (a) above, of equity securities up to, in the case of ordinary shares, a nominal amount or, in the case of any other equity securities, giving the right to subscribe for or convert into ordinary shares having a nominal amount, not exceeding in aggregate £403,637 and this power shall expire at such time as the general authority conferred on the Directors by resolution 11 expires, except that the Company shall be entitled before such expiry make offers or agreements which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares under any such offer or agreement as if this power had not expired.

14. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10 pence each in the capital of the Company, provided that:
- a. the maximum number of shares which may be purchased in aggregate is 8,072,745;
 - b. the minimum price (exclusive of expenses) that may be paid for a share is 10 pence (excluding expenses);
 - c. the Company pays a price per share that is not more (excluding expenses) than the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the Daily Official List for five business days immediately before the day on which it purchases that share; (ii) the price of the last independent trade on the trading venue where the purchase is carried out; and (iii) the highest current independent purchase bid on that venue; and
 - d. the authority conferred by this resolution shall, unless previously renewed, expire at the conclusion of the Company's Annual General Meeting in 2025, or on 31 July 2025, whichever is earlier, except that the Company may, before such expiry, enter into a contract for the purchase of shares which would or might be completed wholly or partly after such expiry and the Company may purchase shares under any such contract as if this authority had not expired.
15. 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

IQ-EQ Corporate Services (UK) Limited
Company Secretary

19 April 2024

Registered Office
3 Bromley Place
London, W1T 6DB

Registered in England and Wales No. 05746555

Notes

RIGHT TO ATTEND AND VOTE

In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered in the register of members of the Company as at close of business on 13 May 2024 or, if the meeting is adjourned, at close of business, two days (excluding non-working days) before the day of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after close of business on 13 May 2024 or, if the meeting is adjourned, after close of business, two days (excluding non-working days) before the day of the adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As at 18 April 2024, (being the latest practicable date prior to the publication of this Notice) the issued share capital of the Company comprises of 80,727,450 ordinary shares of 10p each in the capital of the Company. Each Ordinary Share carries the right to one vote at a general meeting of the Company. The Company held no shares in treasury, therefore the total number of voting rights in the Company as at 18 April 2024 is 80,727,450.

PROXIES

A member of the Company who is an individual is entitled to view proceedings and ask questions at the AGM via the webcast facility or to appoint one or more proxies to exercise all or any of the members' rights on their behalf. The proxy need not be a member of the Company. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares.

To be effective, the instrument appointing a proxy and any authority under which it is executed (or a copy of such authority notarially certified or certified in some other way approved by the Board) must be deposited with the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, not less than 48 hours (excluding non-working days) before the time of holding the meeting or, in the event of an adjournment, not less than 48 hours (excluding non-working days) before the time of the adjournment. A member can also appoint a proxy online using the service provided on the Company's registrars' website, <https://investorcentre.linkgroup.co.uk/Login/Login>, where full instructions are given. Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the Company's registrar) It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.



In order to register their votes online, members will require their investor code, which can be found on their personalised proxy form or if a member does not have this to hand, can be obtained from the Company's Registrar, Link Group, on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m. (BST) Monday to Friday excluding public holidays in England and Wales. Alternatively, you can email Link at shareholderenquiries@linkgroup.co.uk.

If a shareholder is a CREST member, they can use the electronic proxy service provided by Euroclear (see below). Forms of proxy may not be submitted via the LMS Capital website or via any email address given on the LMS Capital website. The valid appointment of a proxy will not preclude members from accessing the meeting or any adjournment of the meeting via the webcast facility.

Proxymity Voting – if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by not less than 48 hours (excluding non-working days) before the time of holding the meeting in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

If you wish to appoint a proxy other than the Chair of the meeting and for them to accessing the webcast facility on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 664 0300 in order to obtain the IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment(s) of the meeting) by using the procedures described in the CREST Manual (available via <http://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 sponsors 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 by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Link Group (CREST participant ID RA10), no later than 48 hours (excluding non-working days) before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company’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 provider(s) should note that Euroclear UK & International Limited 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 (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s)) concerned, to take 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 provider(s) 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 Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.

NOMINATED PERSONS

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 (the “Act”) to enjoy information rights (a “Nominated Person”) may have a right, under an agreement between them and the member by whom they were nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

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.

CORPORATE REPRESENTATIVES

Any corporation which is a member may appoint one or more corporate representatives to exercise all of its powers as a member on its behalf, provided that not more than one corporate representative may exercise powers over the same share.

If your shares are held within a nominee and you wish to access the webcast facility, you will need to contact your nominee immediately. Your nominee will need to have completed a letter of representation and presented this to Link Group, our registrar, no later than 72 hours (excluding non-business days) before the start of the meeting in order that they can obtain for you from Link Group, your unique IVC and PIN number to access the webcast facility. If you are in any doubt about your shareholding, please contact our Registrar.

RIGHT TO ASK QUESTIONS

Under section 319A of the Act, shareholders (or their proxies) have the right to ask questions in relation to the business being dealt with at the meeting. However, the Company is not obliged to answer a question raised at the meeting if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

The Company encourages you to submit any question that you would like to be answered at the meeting by sending it, together with your name as shown on the Company's register of members, to the following email address: **cgarrrod@lmscapital.com** so that it is received by no later than 14 May 2024.

Questions can also be pre submitted in advance of the AGM via the Investor Meet Company Platform up to 9.00 a.m. on 14 May 2024, being the day before the AGM, or via the Investor Meet Platform at any time during the AGM itself. The Board will respond to key questions during the meeting, and will provide all such answers on its website as soon as possible thereafter. Questions sent via the Investor Meet Platform will be moderated before being sent to the Chairman. This is to avoid repetition.

WEBSITE PUBLICATION OF AUDIT CONCERNS

Under section 527 of the Act, shareholders who meet the threshold requirements that are set out in that section have the right to require the Company to publish on a website a statement 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 meeting; or (ii) any circumstances connected with the auditor of the Company ceasing to hold office since the previous meeting at which the annual report and accounts were laid in accordance with section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with either section 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the act, it must forward the statement to the Company's auditor no later than the time it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on a website under section 527 of the Act.

NOMINATED PERSONS' RIGHT TO BE APPOINTED AS PROXY

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (the "**nominated person**"). Nominated persons may have a right under an agreement with the registered shareholder 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.

If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (so the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company, in exercising one of its powers under the Companies Act 2006, writes to you directly for a response.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the service agreement of the executive director and the terms of appointment of the non-executive directors will be available for inspection at the registered office of the Company, 3 Bromley Place, London, W1T 6DB during normal business hours from the date of this notice until the date of the meeting and also at the meeting for 15 minutes before the meeting until its conclusion.

COMPANY'S WEBSITE

A copy of this notice of the Annual General Meeting and any other information required by section 311A of the Act can be found in the investor relations section of the Company's website, www.lmscapital.com. The website also contains a copy of the Report.

ENQUIRIES

Members who wish to communicate with the Company by electronic means in connection with the matters set out in this notice may do so by contacting the Company's Registrars, Link Group, at shareholderenquiries@linkgroup.co.uk or by calling 0371 664 0300 on or before 14 May 2024. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m, (BST) Monday to Friday excluding public holidays in England and Wales. Please note that communication containing a computer virus may not be accepted but every effort would be made to inform the member of the rejected communication.

Explanation of Business at the AGM

The following notes provide an explanation as to why the resolutions set out in the Notice are to be put to shareholders.

Resolutions 1 to 12 are ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast for or against are in favour.

Resolution 1: To receive the annual report and accounts for the year ended 31 December 2023 (the "Annual Report")

The Act requires the Directors to present the annual report and accounts of the Company to shareholders in respect of each financial year.

Resolution 2: To approve the Remuneration Report

The Remuneration Report is set out on pages 36 to 50 of the Annual Report and requires the approval of shareholders. It describes the Company's policy on remuneration and gives details of Directors' remuneration for the year ended 31 December 2023. The vote is advisory and does not affect the actual remuneration paid to any individual director.

Resolution 3: To approve the final dividend

Under the Articles of Association of the Company, a final dividend must be approved by shareholders by ordinary resolution. The Directors are recommending that shareholders approve a final dividend of 0.625 pence per ordinary share in respect of the year ended 31 December 2023. The amount declared as a final dividend may not exceed the amount recommended by the Directors. If approved, the final dividend will be paid on 21 June 2024 to shareholders on the Register of Members at close of business on 31 May 2024.

Resolutions 4 to 8: To re-elect Directors

In line with the recommendations set out in the UK Corporate Governance Code 2018, all directors will be standing down and offering themselves for re-election by shareholders at this year's Annual General Meeting. The Nomination Committee has confirmed that all directors continue to perform effectively and demonstrate commitment to their role. The Directors' biographical details are given on pages 24 and 25 of the Annual Report.

Resolutions 9 and 10: To re-appoint the auditor and authorise the Board to determine their remuneration

The Company is required under the Act to appoint an auditor at each general meeting at which accounts are laid before the members, to hold office until the conclusion of the next such meeting. Resolution 9 seeks shareholder approval to reappoint BDO LLP as auditors of the Company and resolution 10 proposes that shareholders authorise the Board to determine the remuneration of BDO LLP. In practice, the Audit Committee will consider the audit fees and recommend them to the Board. The amount of the remuneration paid to the auditor for the next financial year will be disclosed in the next audited accounts of the Company.

Resolution 11: Directors' authority to allot shares

At the 2023 Annual General Meeting, the Directors were given authority to allot shares in the Company and Resolution 11 seeks to renew that authority until the conclusion of the Annual General Meeting in 2025 or 31 July 2025, whichever is earlier. The Directors intend to seek to renew such power at successive Annual General Meetings in accordance with best practice.

The resolution, if passed, would give the Directors authority to allot ordinary shares, and grant rights to subscribe for or convert any security into shares in the Company, up to an aggregate nominal value of £2,690,915. This amount represents approximately one-third of the issued ordinary share capital of the Company as at 18 April 2024, the latest practicable date prior to the publication of the Notice. The Directors have no present intention to allot new shares, except in connection with the Value Creation Plan, when it vests, which is unlikely to be before June 2028, and the Share Plan which is expected to vest in August 2026.

Resolution 12: Amendments to the LMS Capital plc 2023 Share Incentive Plan

The LMS Capital plc Share Incentive Plan ('SIP') was adopted by shareholders on 17 May 2023. The SIP complements the Value Creation Plan ('VCP') adopted on 24 June 2020, linked exclusively to total shareholder returns. When the SIP was adopted, VCP unit awards were reduced and were replaced by nil-cost share options, linked to a wider range of performance measures.

The Board considers an expansion of the Company's capital base, as well as organic growth, to be central to the Company's strategy; such expansion might be in connection with acquisitions and/or raising new equity capital to improve sustainable financial performance and shareholder value.

Accordingly, the Remuneration Committee may decide to utilise and make awards under, both the SIP and VCP to create a management incentive that supports the Company's growth strategy and rewards management for successfully delivering it. The Remuneration Committee wishes to ensure that the two plans work smoothly in tandem to achieve that objective. The proposed amendments to the SIP rules are designed to ensure consistency with the VCP rules, approved by shareholders in 2020, which are more flexible regarding the vesting of awards following a corporate transaction.

A copy of the SIP rules, including the proposed amendments, highlighted for ease of reference, have been initialled by the Chairman for the purposes of identification and will be available for inspection by shareholders at the registered office of the Company, 3 Bromley Place, London, W1T 6DB during normal business hours from the date of this notice until the date of the meeting and also at the meeting for 15 minutes before the meeting until its conclusion.

Resolutions 13 to 15 will be proposed as special resolutions. These resolutions will be passed if not less than 75% of the votes cast for and against are in favour.

Resolution 13: Disapplication of statutory pre-emption rights

If the Directors wish to exercise the authority under Resolution 11 to offer shares in the Company, or to sell treasury shares for cash, (other than in connection with an employee share scheme) company law requires that these shares are offered first to shareholders in proportion to their existing holdings, unless shareholders have given a specific authority for the waiver of the statutory pre-emption rights. 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 first offering them to existing shareholders in proportion to their holdings.

Under Resolution 13, it is proposed to authorise the Directors to allot ordinary shares in the Company, or sell treasury shares, for cash (i) in connection with a rights issue or other pro-rata offer to existing shareholders; and, otherwise, (ii) up to a nominal value of £403,637, which represents approximately 5 per cent of the total issued ordinary share capital of the Company as at 18 April 2024 (being the latest practicable date prior to the publication of the Notice) without the shares first being offered to existing shareholders in proportion to their holdings.

If passed, the authority will expire at the conclusion of the Annual General Meeting in 2025 or 31 July 2025, whichever is earlier. The Directors intend to seek to renew such power at successive Annual General Meetings in accordance with current best practice.

The Directors have no current plans to allot shares, except in connection with the Value Creation Plan and the Share Plan.

Resolution 14: Authority to purchase of own shares by the Company

Under the Act, the Company requires authority from shareholders if they wish to purchase their own shares. The resolution specifies the maximum number of shares that may be purchased (approximately 10 per cent of the Company's issued share capital as at 18 April 2024) (being the latest practicable date prior to the publication of the Notice) and the highest and lowest prices at which they may be bought. If passed, the authority will expire at the conclusion of the Annual General Meeting in 2025 or 31 July 2025 whichever is earlier.

The Directors have no present intention of exercising this authority but will keep under review the Company's potential to buy back its shares, taking into account other investment and funding opportunities. The authority will only be used if in the opinion of the Directors this would be in the best interests of shareholders generally. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

If the Company buys back its own shares it may cancel them immediately or hold them in treasury. Treasury shares may be sold for cash or cancelled. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. The Directors believe that it is desirable for the Company to have this choice as it will give flexibility in the management of its capital base. The Company may hold a maximum of up to 10 per cent of its issued share capital in treasury in accordance with guidelines issued by the Investment Association.

As at 18 April 2024 (being the latest practicable date prior to the publication of the Notice), the Company held no ordinary shares in the capital of the Company in treasury.

Resolution 15: Approval for calling of general meetings (other than AGMs) on 14 days' clear notice

Under the Act, the Company is required to give at least 21 clear days' notice of any general meeting of the Company unless shareholders approve a shorter notice period, which cannot be less than 14 clear days (annual general meetings must continue to be held on at least 21 clear days' notice).

Resolution 15 seeks shareholder approval to enable the Company to call general meetings, other than annual general meetings, on at least 14 clear days' notice. The approval will be effective until the Annual General Meeting in 2025, when it is intended that a similar resolution will be proposed. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider to be appropriate in relation to the business to be considered at the meeting in question and where it is thought to be to the advantage of shareholders as a whole. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.