

## RENTGUARANTOR HOLDINGS PLC

*(Incorporated and registered in England and Wales under number 10510999)*

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of RENTGUARANTOR HOLDINGS PLC (the “**Company**”) will be held at Finsgate, 5-7 Cranwood Street, London, EC1V 9EE at 11:30 a.m. on Thursday 28<sup>th</sup> July 2022 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1-7 inclusive will be proposed as ordinary resolutions and Resolution 8 will be proposed as a special resolution:

#### Ordinary Resolutions

1. To receive and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> December 2020 and the reports of the Directors' and Auditors' thereon.
2. To receive and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> December 2021 and the reports of the Directors' and Auditors' thereon.
3. To re-appoint as a director Kieron Charles Becerra who being eligible, offers himself for re-appointment.
4. To re-appoint as a director Emma Foy who being eligible, offers herself for re-appointment.
5. To re-elect as a director Paul Bernard Foy who being eligible, offers himself for re-election.
6. To re-appoint Jeffrey Henry LLP as auditors of the Company and to authorise the directors to determine their remuneration.
7. That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £3,756,226 being approximately one third of the issued ordinary share capital of the Company and such authority shall, unless previously revoked, varied or renewed by the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2023, but, in each case, provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

#### Special Resolution

8. THAT, conditional on the passing of Resolution 7, the directors be, and they are hereby authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 7 above as if section 561 of the Act did not apply to any such allotment, provided that this authority shall be limited to:
  - (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
  - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £563,434, being approximately 5% of the current issued share capital of the Company

such authority to expire (unless previously renewed, varied or revoked by special resolution of the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023. The Company may, before such expiry, make offers or enter into agreements, which would or might require equity securities to be allotted after such expiry and the directors are hereby authorised to allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

**Dated: 5 July 2022**

**Registered Office:**

Finsgate  
5-7 Cranwood Street  
London, EC1V 9EE  
United Kingdom

**By order of the Board:**

Graham John William Duncan  
**Chairman**

## Notes

1. Resolutions 1 to 7 are proposed as ordinary resolutions. This means that for each of those Resolutions to be passed, more than half of the votes cast must be in favour of the Resolution. Resolution 8 is proposed as a special resolution. This means that for that Resolution to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.
2. Only those members registered on the Company's register of members at:
  - (a) 11:30 am on 26<sup>th</sup> July 2022; or,
  - (b) if this Annual General Meeting is adjourned, 48 hours (excluding non-business days) prior to the adjourned meeting,

shall be entitled to attend and vote at the Annual General Meeting.

3. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and speak and vote on their behalf at the Annual General Meeting. A proxy need not be a shareholder of the Company but must attend the Annual General Meeting to represent you. A Form of Proxy which may be used to make such appointment and proxy instructions accompanies this Notice of Annual General Meeting. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the Annual General Meeting in person, should he subsequently decide to do so.
4. You can register your vote(s) for the Annual General Meeting either:
  - by logging on to [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX using the proxy form accompanying this notice;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 6 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11:30 a.m. on 26<sup>th</sup> July 2022.

5. The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the form must be:
  - (a) completed and signed;
  - (b) sent or delivered either by hand or post to Share Registrars Ltd, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX; and
  - (c) received no later than 11:30 a.m. (London Time) on 26<sup>th</sup> July 2022 or 48 hours (excluding non-business days) before any adjourned meeting.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (at <https://www.euroclear.com/site/public/EUI>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment 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 & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The issuer's agent's CREST ID is 7RA36.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by

any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

7. 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.
8. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Forms of Proxy, together with any powers of attorney or other authority under which it is executed, or a notarially certified or office copy of such power or authority, must reach Share Registrars Ltd (on the details given above) not later than the time set out above.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy contact Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, or by telephone on +44 (0)1252 821 390.

10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the relevant Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
11. 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).
12. To change your proxy instructions simply submit a new Form of Proxy using the method set out above. Note that the cut-off time for receipt of Forms of Proxy (see above) also apply in relation to amended instructions; any amended Form of Proxy received after the relevant cut-off time will be disregarded.
13. If you submit more than one valid Form of Proxy, the appointment received last before the latest time for the receipt of proxies will take precedence.
14. In order to revoke a Form of Proxy you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 11:30 a.m. on 26<sup>th</sup> July 2022, or 48 hours (excluding non-business days) before any adjourned meeting.
15. As at 5.00 p.m. on the day immediately prior to the date of posting of this Notice of Annual General Meeting, the Company's issued ordinary share capital comprised 11,268,680 ordinary shares of £1.00. Each ordinary share carries the right to one vote at the Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the day immediately prior to the date of posting of this Notice of Annual General Meeting is 11,268,680.