

# **RENTGUARANTOR HOLDINGS PLC (“the Company”)**

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

Registered in England and Wales as company number 10510999

[www.rentguarantor.com](http://www.rentguarantor.com)

## *Directors:*

Graham Duncan (*Non-Executive Chairman*)

Peter Coleman (*Non-Executive Director*)

Paul Foy (*Chief Executive Office*)

Emma Foy (*Chief Operating Officer*)

Kieron Becerra (*Chief Financial Officer*)

7 July 2023

Dear Shareholder,

## **ANNUAL GENERAL MEETING**

I have pleasure in sending you a formal Notice convening the Company’s Annual General Meeting (“AGM”) to be held at the offices of Druces LLP, Salisbury House, London Wall, London, EC2M 5PS at 10.00 a.m. on Wednesday 9 August 2023.

You will have received Notice of an Annual General Meeting to be held on 27<sup>th</sup> July 2023 at the same location. Due to an administrative error, this Notice was sent without the required statutory notice period and therefore should be disregarded and replaced with the Notice enclosed with this letter.

The formal Notice of the AGM is enclosed and this letter provides a short explanation of each resolution to be proposed at the AGM. I also enclose a Form of Proxy that you should complete, sign and return.

## **Explanatory notes to the resolutions to be proposed at the AGM**

An explanation of each of the resolutions contained in the Notice of AGM is set out below. Resolutions 1 to 5 (inclusive) are proposed as Ordinary Resolutions. For each Ordinary Resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 6 and 7 are proposed as Special Resolutions. For a Special Resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

## **Resolution 1 – Audited Financial Statements and reports of the Directors and Auditors.**

The Board asks that shareholders receive and adopt the audited financial statements of the Company for the year ended 31 December 2022 together with the Directors’ report and the Auditors’ report thereon. A hard copy of the Company’s Annual Report and Accounts for the year ended 31 December 2022 has been sent to shareholders and can be viewed and/or downloaded from the Investors section of the Company’s website at [www.rentguarantor.com](http://www.rentguarantor.com).

## **Resolutions 2 and 3 – Re-Appointment and Re-Election of Directors**

The Company’s Articles of Association (“Articles”) govern the re-election, retirement and re-appointment of the Board of Directors. Graham Duncan shall retire and, being eligible has indicated that he wishes to seek re-election by shareholders at the AGM.

New Directors appointed by the Board are required to retire at the AGM following their appointment. Accordingly, Peter Coleman shall retire and, being eligible, has indicated that he wishes to seek re-appointment by shareholders at the AGM.

#### **Resolution 4 – Re-Appointment of Auditor and Auditor’s Remuneration**

The Company is required to re-appoint auditors at each annual general meeting at which accounts are presented to shareholders, who then hold office until the conclusion of the next such meeting. It is proposed that Jeffrey’s Henry LLP are re-appointed by shareholders as the Company’s auditor, to hold office from the conclusion of this AGM until the conclusion of the next Annual General Meeting of the Company and that, under a separate resolution, shareholders authorise the Directors to determine the auditors’ remuneration.

#### **Resolution 5 – Directors’ authority to allot shares**

Section 551 of the Companies Act 2006 requires that the Directors must seek the authority of shareholders of the Company to allot shares or other relevant securities in the Company. This resolution authorises the Directors to make allotments of shares and/or securities with a nominal value of up to an additional £3,860,391.60, being approximately one-third of the issued ordinary share capital of the Company.

#### **Resolutions 6 and 7 – Disapplication of statutory pre-emption rights**

Resolution 6 will be proposed to renew the Directors’ authority to issue shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to the allotment of shares in specific circumstances relating to rights issues or any other issues up to an aggregate nominal amount of £579,058.75 representing approximately 5 per cent. of the Company’s issued share capital.

Resolution 7 will be proposed to authorise the Directors to issue additional shares for cash other than strictly pro-rata to existing shareholdings if the proceeds are used for the financing (or refinancing) of an acquisition other capital investment. The proposed authority is limited to an aggregate nominal amount of £579,058.75 representing approximately 5 per cent. of the Company’s issued share capital.

The Directors have no present intention to use the authorities in Resolutions 6 and 7 but consider that the proposed dis-applications of pre-emption rights are desirable to give the Company the ability to issue a limited number of shares for cash to third parties, where to do so would be of benefit to the Company. The Directors will exercise these authorities only if they consider them to be in the best interests of shareholders generally at that time. These authorities will expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date of passing of these resolutions.

#### **Form of Proxy**

Your proxy may be submitted online 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), or by post by completing the enclosed Form of Proxy and returning it to the Company’s Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of the day that is not a working day) before the time appointed for the meeting being 10:00am on 9 August 2023 or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of AGM and Form of Proxy.

#### **Recommendation**

The Directors are satisfied that the resolutions set out in the Notice of the Annual General Meeting are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend you vote in favour of each of the resolutions set out in the attached Notice.

Yours faithfully,

**Graham Duncan**

*Non-Executive Chairman*

## 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 the offices of Druces LLP, Salisbury House, London Wall, London, EC2M 5PS at 10.00 a.m. on Wednesday 9 August 2023 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 - 5 inclusive will be proposed as ordinary resolutions and Resolutions 6 and 7 will be proposed as special resolutions:

#### Ordinary Resolutions

1. To receive and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> December 2022 and the reports of the Directors and Auditors thereon.
2. To re-appoint as a director Peter Coleman who being eligible, offers himself for re-appointment.
3. To re-elect as a director Graham Duncan who being eligible, offers himself for re-election.
4. To re-appoint Jeffrey's Henry LLP as auditors of the Company and to authorise the directors to determine their remuneration.
5. That pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £3,860,391.60 being approximately one-third of the current issued share capital of the Company provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.

#### Special Resolutions

6. That, subject to the passing of resolution 5 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 5 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:
  - (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and
  - (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £579,058.75 being approximately 5 per cent. of the current issued share capital of the Company.

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

7. That, subject to the passing of resolution 6 above, the Directors be empowered pursuant to section 571 of the Act and in addition to any authority granted under resolution 5, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:
- (a) up to an aggregate nominal amount of £579,058.75 being approximately 5 per cent. of the current issued share capital of the Company; and
  - (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which Directors determine to be an acquisition or other capital investment and which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.

**Dated:** 7 July 2023

**Registered Office:**

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

**By order of the Board:**

Graham John William Duncan  
**Chairman**

## Notes

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of Ordinary Shares at 10.00 a.m. on 7 August 2023. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours (ignoring any part of a day that is not a working day) prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours (ignoring any part of a day that is not a working day) prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. You can register your vote(s) for the Annual General Meeting either:
  - by visiting [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 10.00 a.m. on 7 August 2023.

4. Shareholders can:
  - appoint a proxy or proxies and give proxy instructions by voting online or returning the enclosed form of proxy by post (see note 5); or
  - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder 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. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](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 sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID:7RA36) no later than 10.00 a.m. on 7 August 2023, or, in the event of an adjournment of the Annual General Meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer'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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. 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/her 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.
9. 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.
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 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 Annual General Meeting.

11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
12. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.
13. In order to revoke a proxy appointment, 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 10.00 a.m. on 7 August 2023, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.
14. 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).
15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
16. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the 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 Annual General Meeting. 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 in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
17. Any shareholder attending a meeting of the Company 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 questions be answered
18. As at 7 July 2023, being the latest practicable date before publication of this notice, the Company had 11,581,175 Ordinary Shares in issue. Each Ordinary Share carries one vote therefore, the total number of voting rights in the Company is 11,581,175.