

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your ordinary shares in Frenkel Topping Group plc, please send this document and any other documents that accompany it as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain this document and its enclosures.

FRENKEL TOPPING GROUP PLC

(incorporated and registered in England and Wales with number 4726826)

NOTICE OF THE 2018 ANNUAL GENERAL MEETING

Notice of the 2018 Annual General Meeting of Frenkel Topping Group plc, to be held at 11:00 am on Wednesday 30 May 2018 at the offices of Addleshaw Goddard LLP, One St Peter's Square, Manchester M2 3DE, is set out on pages 3 to 6 of this document. Your attention is drawn to the letter from the Executive Chairman on page 2 of this document.

Whether or not you propose to attend the meeting, please complete and submit a proxy appointment in accordance with the Notes to the Notice of the Annual General Meeting set out on page 6. To be valid, the proxy appointment must be received at the address for delivery specified in the Notes by no later than 11:00 am on Monday 28 May 2018.

FRENKEL TOPPING GROUP PLC

(incorporated and registered in England and Wales with number 4726826)

Directors:

Paul Richardson (Executive Chairman)
Richard Fraser (Chief Executive Officer)
Stephen Bentley (Chief Financial Officer)
Mark Holt (Commercial Director)
Mark Richards (Non-Executive Director)

Registered Office:

Frenkel House
15 Carolina Way
Salford
Manchester
M50 2ZY

30th April 2018

*To the holders of ordinary shares in the capital of Frenkel Topping Group plc (the **Company**)*

Dear Shareholder

2017 Annual Report and 2018 Annual General Meeting

I am pleased to inform you that the Company's 2017 annual report and accounts and the notice of the Company's 2018 annual general meeting have now been published.

This year's annual general meeting will be held at 11:00 am on Wednesday 30 May 2018 at the offices of Addleshaw Goddard LLP, One St Peter's Square, Manchester M2 3DE (the **AGM**). The formal notice of AGM is set out on pages 3 to 6 of this document and contains the proposed resolutions for your consideration. Explanatory notes to those resolutions are set out at the Appendix to this document on pages 7 to 9.

Action to be taken

Whether or not you propose to attend the AGM, please complete and return the enclosed form of proxy so as to be received by the Company's Registrar, Neville Registrars, by no later than 11:00 am on Monday 28 May 2018. If you are a member of CREST, you may submit a proxy appointment electronically through the CREST voting service. Further details are set out in the notes to the notice of AGM. The appointment of a proxy will not stop you from attending the AGM and voting in person should you so wish.

Recommendation

The Company's board of directors considers that each of the resolutions set out in the notice of AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommends shareholders to vote in favour of them as the directors intend to do in respect of their own beneficial shareholdings (save in respect of those resolutions in which they are interested).

I look forward to seeing as many of you as possible at the AGM.

Yours faithfully

Paul Richardson
Executive Chairman

FRENKEL TOPPING GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2018 Annual General Meeting of the Company will be held at 11:00 am on Wednesday 30 May 2018 at the offices of Addleshaw Goddard LLP, One St Peter's Square, Manchester M2 3DE to transact the business set out below. Resolutions 1 to 8 below will be proposed as ordinary resolutions and resolutions 9 to 11 will be proposed as special resolutions.

ORDINARY BUSINESS

- 1 To receive the audited accounts and the auditors' and directors' reports for the year ended 31 December 2017.
- 2 To declare a final dividend of 0.9234 pence per ordinary share for the financial year ended 31 December 2017.
- 3 To elect Paul Richardson as a director.
- 4 To elect Stephen Bentley as a director.
- 5 To re-elect Richard Fraser as a director.
- 6 To re-appoint RSM UK Audit LLP as auditors.
- 7 To authorise the directors to determine the auditors' remuneration.
- 8 That the directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**), but so that:
 - (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £252,058, of which:
 - (i) half may be allotted or made the subject of Allotment Rights in any circumstances; and
 - (ii) the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such rights issue;
 - (b) this authority shall expire at the close of business on 28 June 2019 or, if earlier, on the conclusion of the Company's next annual general meeting;
 - (c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired; and

- (d) all authorities vested in the directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

9 That, subject to the passing of resolution 8 in the notice of this meeting, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 8 in the notice of this meeting or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

- (a) the allotment of equity securities in connection with any rights issue or open offer or any other pre-emptive offer that is open for acceptance for a period determined by the directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
- (b) the allotment of equity securities (other than pursuant to paragraph 9(a) above) with an aggregate nominal value of £18,904,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 8 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

10 That, subject to the passing of resolution 8 in the notice of this meeting and in addition to the power contained in resolution 9 set out in the notice of this meeting, the directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by resolution 8 in the notice of this meeting or by way of sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is:

- (a) limited to the allotment of equity securities up to an aggregate nominal value of £ 18,904; and
- (b) used only for the purposes of financing (or refinancing, if the power is to be exercised within six months after the date 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 this meeting,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by resolution 8 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities under any such offer or agreement as if the power had not expired.

SPECIAL BUSINESS

- 11 That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693 of that Act) of ordinary shares in its capital, provided that:
- (a) the maximum aggregate number of such shares that may be acquired under this authority is 7,561,735;
 - (b) the minimum price (exclusive of expenses) which may be paid for such a share is its nominal value;
 - (c) the maximum price (exclusive of expenses) which may be paid for such a share is five per cent above the average of the middle market quotations for an ordinary share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the date on which the share is contracted to be purchased or, in the case of a tender offer, the terms of the tender offer are announced;
 - (d) this authority shall expire at the close of business on 28 June 2019 or, if earlier, on the conclusion of the Company's next annual general meeting; and
 - (e) before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

Registered office:

Frenkel House
15 Carolina Way
Salford
Manchester
M50 2ZY

By order of the Board

Richard Fraser
Company Secretary
30th April 2018

NOTES:

- 1 **A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.**
- 2 The right of a member of the Company to vote at the meeting will be determined by reference to the register of members. A member must be registered on that register as the holder of ordinary shares by the close of business on Friday 25 May 2018 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
- 3 A member wishing to attend and vote at the meeting in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. Forms for the appointment of a proxy that can be used for this purpose have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by no later than 11:00 am on Monday 28 May 2018. Members who hold their

shares in uncertificated form may use “the CREST voting service” to appoint a proxy electronically, as explained below. Appointing a proxy will not prevent a member from attending and voting in person at the meeting should he so wish.

- 4 CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in “the CREST voting service” section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, 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 or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (CREST proxy appointment instruction) must be properly authenticated in accordance with the specifications of CREST’s operator, Euroclear UK & Ireland Limited (Euroclear), and must contain all the relevant information required by the CREST Manual. To be valid, 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 be transmitted so as to be received by Neville Registrars Limited (ID 7RA11), as the Company’s “issuer’s agent”, by 11:00 am on Monday 28 May 2018. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message’s receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer’s agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on “Practical limitations of the system”. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

APPENDIX

Explanatory notes to the business of the AGM

Resolution 1 – Receipt of the audited accounts and reports

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the company in respect of each financial year. In accordance with best practice, the Company proposes, as an ordinary resolution, a resolution on its audited accounts and reports for the financial year ended 31 December 2017.

Resolution 2 – Declaration of a final dividend

The directors are recommending a final dividend for the financial year ended 31 December 2017 of 0.9234 pence per ordinary share. If approved by ordinary resolution of the shareholders, the dividend will be paid on 29 June 2018 to shareholders on the register of members as at the close of business on 1 June 2018.

Resolutions 3 to 5 – Election and re-election of directors

Resolutions 3 to 5 relate to the retirement and election or re-election of the Company's directors. The Company's articles of association require a director who has been appointed by the board of directors during the year to retire at the annual general meeting next following his or her appointment. Both Paul Richardson and Stephen Bentley were appointed as a directors of the Company since the date of the Company's last annual general meeting. Consequently, both will retire from office at the AGM and both intend to stand for election by the shareholders for the first time.

The Company's articles of association also require one-third of the remaining directors to retire from office at each annual general meeting. Accordingly, Richard Fraser will retire from office at the AGM and intends to stand for re-election by the shareholders.

Biographies of the directors standing for election or re-election are set below.

Paul Richardson, Executive Chairman (Appointed October 2017)

Paul is a qualified Solicitor and moved from practice into Wealth Management at Coutts & Co where as Head of London Private Banking he oversaw the growth of their London business before moving to Barclays Wealth as a Director. Paul has since held roles as Managing Director of a Swiss Wealth Manager, been on the Operating Board of a main market UK Plc and before joining Frenkel Topping was Chief Executive of Invest Africa in London where he spearheaded its business transformation programme. For 8 years Paul was also Chairman of Trustees for the Steve Redgrave Trust which raised £6million in 5 years and is currently in his 6th year as Trustee for WellChild, the national charity for sick children of which Prince Harry is Patron.

Stephen Bentley, Chief Financial Officer (Appointed October 2017)

Stephen is a graduate chartered accountant who has held senior financial roles in companies quoted on the London Stock Exchange and private equity backed businesses for over thirty years. These roles include Group Finance Director of Brunner Mond Plc, TDG PLC and Ellis & Everard PLC and most recently, James Dewhurst Limited where he helped with the sale of the business to a large Belgian Textile Group before joining Frenkel Topping.

Richard Fraser, Chief Executive Officer (Appointed July 2004)

Richard joined Frenkel Topping Ltd (the trading subsidiary of Frenkel Topping Group Plc) in 1991 after gaining experience in financial services whilst working at Lloyds Bank, Bradford and Bingley Building Society and Scottish Widows. Richard has been fully involved in the development of both structured settlements and Frenkel Topping Ltd, becoming Managing Director in 2000. He played a key role in the appointment of Frenkel Topping Ltd as an alternative investment broker to the Court of Protection and Richard has also been a regular speaker at financial services conferences across the UK. In addition to directing the strategic development of the Group with the other board members, Richard is in charge of the day-to-day operation of the Group.

Resolutions 6 and 7 – Re-appointment and remuneration of the auditors

The Company is required to appoint or reappoint auditors at each annual general meeting at which its audited accounts and reports are presented to shareholders. Following a formal recommendation by the audit committee, the board proposes that RSM UK Audit LLP are re-appointed as auditors. Resolution 7 authorises the board of directors to determine the auditors' remuneration.

Resolution 8 - Authority to allot shares

The directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the AGM and the board would like to renew it to provide the directors with flexibility to allot new shares and grant rights up until the Company's next annual general meeting within the limits prescribed by The Investment Association.

The Investment Association's guidelines on directors' allotment authority state that the Association's members will regard as routine any proposal at a general meeting to seek a general authority to allot an amount up to two-thirds of the existing share capital, provided that any amount in excess of one-third of the existing share capital is applied to fully pre-emptive rights issues only.

Accordingly, if passed, this resolution will authorise the directors to allot (or grant rights over) new shares in the Company up to a total aggregate nominal amount of £252,058, representing approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 18th April 2018 (being the latest practicable date prior to the publication of this document). Of this total aggregate nominal amount, one half may be allotted in any circumstances. The other half can only be allotted pursuant to a rights issue.

The directors do not have any present intention to exercise this authority, however the board considers it prudent to maintain the flexibility that it provides to enable the directors to respond to any appropriate opportunities that may arise. If passed, this authority will expire at the close of business on 28 June 2019 or, if earlier, on the conclusion of the Company's next annual general meeting.

Resolutions 9 and 10 – Disapplication of pre-emption rights

Resolutions 9 and 10 are special resolutions which, if passed by shareholders, will enable the board to allot ordinary shares, or to sell any shares out of treasury, for cash, without first offering those shares to existing shareholders in proportion to their existing holdings.

The proposed resolutions essentially replicate the powers which were granted at last year's annual general meeting (and which will expire at the AGM). Such powers reflect the Statement of Principles published by The Pre-Emption Group in March 2015 which provides that a company may seek power to issue, on a non-pre-emptive basis for cash, shares in any one year representing: (i) no more than

five per cent. of the company's issued ordinary share capital; and (ii) no more than an additional five per cent. of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment.

Resolution 9 is proposed as a special resolution. If this resolution is passed, it will permit the board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue or similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £18,904. This amount represents approximately five per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 18th April 2018 (being the latest practicable date prior to publication of this document). This resolution will permit the board to allot ordinary shares for cash, up to the specified level, in any circumstances (whether or not in connection with an acquisition or specified capital investment).

Resolution 10 is proposed as a separate special resolution in line with best practice. If this resolution is passed, it will afford the board an additional power to allot ordinary shares for cash on a non-pre-emptive basis up to a further maximum nominal amount of £18,904. This amount also represents approximately five per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 18th April 2018. The board shall use the power conferred by Resolution 10 only in connection with an acquisition or a specified capital investment 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.

The board also confirms its intention to follow the provisions of the 2015 Statement of Principles regarding cumulative usage of authorities within a rolling three year period. Those provisions provide that a company should not issue shares for cash representing more than 7.5 per cent of the company's issued share capital in any rolling three year period, other than to existing shareholders, without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

Resolution 11 - Purchase of own shares

This special resolution, if passed, will authorise the Company to make market purchases of its own ordinary shares up until the close of business on 28 June 2019 or, if earlier, the Company's next annual general meeting, subject to specific conditions relating to price and volume.

The maximum number of ordinary shares which may be purchased under this authority is 7,561,735, representing approximately ten per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 18th April 2018 (being the latest date prior to publication of this document). The resolution also sets out the lowest and the highest price the Company can pay for any shares it intends to repurchase.

The directors have no present intention of exercising this authority, but wish to have the flexibility to do so in the future. Shares would only be purchased if the directors believed that to do so would result in an improvement in earnings per share and would be in the best interests of shareholders generally. Any purchases would be made through the London Stock Exchange and purchased shares would be cancelled (in which case the number of shares in issue would thereby be reduced) or, alternatively, held in treasury, depending on which course of action is considered by the directors to be in the best interests of the shareholders at that time.