

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares in Zaim Credit Systems Plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy shares in the Company.

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# **ZAIM CREDIT SYSTEMS PLC**

*(incorporated and registered in England and Wales under number 11418575)*

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at 9:00 a.m. on 29 June 2022 at 8 St James's Square, St James's, London, SW1Y 4JU, United Kingdom. A copy of the Notice of Annual General Meeting is set out at the end of this Document.

**A Form of Proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible but in any event to be received not later than 9:00 a.m. on 27 June 2021 or 48 hours (excluding non-business days) before any adjourned meeting. ONLY THE CHAIRMAN CAN BE APPOINTED AS YOUR PROXY FOR THIS PARTICULAR MEETING AND IN ADDITION SHAREHOLDERS CANNOT ATTEND THIS MEETING IN PERSON.**

## DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

<b>“Act”</b>	the Companies Act 2006
<b>“Annual General Meeting” or “AGM”</b>	the annual general meeting of the Company to be held at 8 St James’s Square, St James’s, London, SW1Y 4JU, United Kingdom on 29 June 2022 at 9:00 a.m., notice of which is set out at the end of this document
<b>“Board” or “Directors”</b>	the directors of the Company whose names are set out on page 5 of this document
<b>“Circular” or “Document”</b>	this document, containing details of the Resolutions
<b>“Company” or “Zaim”</b>	Zaim Credit Systems Plc, a company incorporated and registered in England and Wales, with registered number 11418575
<b>“CREST”</b>	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755) including any enactment or subordinate legislation which amends or supersedes those regulations and any applicable rules made under those regulations or any such enactment or subordinate legislation for the time being in force
<b>“FCA”</b>	the Financial Conduct Authority
<b>“Form of Proxy”</b>	the form of proxy for use by the Shareholders in connection with the Annual General Meeting
<b>“Group”</b>	the Company and its subsidiary undertakings
<b>“Issued Share Capital”</b>	the 461,975,000 Ordinary Shares in issue as at the date of this Document
<b>“London Stock Exchange”</b>	the London Stock Exchange plc
<b>“Ordinary Shares”</b>	the ordinary shares of £0.01 each in the capital of the Company
<b>“Regulatory Information Service”</b>	any information service authorised from time to time by the FCA for the purpose of disseminating regulatory announcements

**“Resolutions”**

the resolutions to be proposed at the Annual General Meeting, notice of which is set out at the end of this document

**“Shareholders”**

the holders of Ordinary Shares in the Company

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b><u>Event</u></b>	<b><u>Expected time / date</u></b>
Publication of this document	26 May 2022
Latest time and date for receipt of forms of proxy	9:00 a.m. on 27 June 2022
Annual General Meeting	9:00 a.m. on 29 June 2022

### **Notes:**

- (1) All times shown in this document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change. If any of the times and/or date above changes. The revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange plc.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of forms of proxy for the adjourned meeting will be notified to Shareholders by announcement through the regulatory news service of the London Stock Exchange plc.

## LETTER FROM THE CHAIRMAN

### ZAIM CREDIT SYSTEMS PLC

*(Incorporated and registered in England & Wales with registered number 11418575)*

*Directors:*

Malcolm Groat (*Non-executive Chairman*)  
Siro Cicconi (*Chief Executive Officer*)  
Simon Retter (*Finance Director*)  
Paul Auger (*Non-executive Director*)  
Vladimir Golovko (*Chief Operating Officer*)

*Registered Office:*

10 Orange Street  
London  
WC2H 7DQ  
United Kingdom

To the Shareholders and, for information only, to the holders of warrants and options

26 May 2022

Dear Shareholder

### **Notice of Annual General Meeting**

#### **Introduction**

I am writing to you with details of the AGM of the Company which will be held at 9:00 a.m. on 29 June 2022 at 8 St James's Square, St James's, London, SW1Y 4JU, United Kingdom.

#### **Resolutions at the Annual General Meeting**

##### *Resolution 1 - Receiving and Considering the Accounts*

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 31 December 2021 together with the report of the directors and the report of the auditors thereon and approve the Directors' remuneration report.

##### *Resolution 2 – Re-Appointment of Director*

The Board recommends the re-appointment of Paul James Auger, who requires re-appointment by rotation. Paul James Auger, being eligible, offers himself for appointment.

##### *Resolution 3 – Re-Appointment of Director*

The Board recommends the re-appointment of Vladimir Golovko, who requires re-appointment by rotation. Vladimir Golovko, being eligible, offers himself for appointment.

##### *Resolution 4 – Re-Appointment of Director*

The Board recommends the re-appointment of Maurice James Malcolm Groat, who requires re-appointment by rotation. Maurice James Malcolm Groat, being eligible, offers himself for appointment.

#### *Resolution 5 – Reappointment of Auditors*

This Resolution seeks to authorise the re-appointment of Shipleys LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

#### *Resolution 6 – Directors' Authority to Allot Shares*

This is an ordinary resolution to grant the Directors with authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act up to the maximum aggregate nominal amount of £923,950 (representing, approximately 20 per cent. of the Issued Share Capital). This resolution replaces any existing authorities to issue shares in the Company and the authority under this resolution will expire at the conclusion of the next annual general meeting of the Company.

#### *Resolution 7 – Disapplication of Pre-emption Rights*

Resolution 7 proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £923,950 for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution 5 above. This authority represents approximately 20 per cent. of the current Issued Share Capital.

The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company.

#### *Resolution 8 – Authority to purchase the Company's own shares*

This resolution seeks authority for the Company to make market purchases of its own shares for cancellation, or to be held in treasury, up to a maximum of 46,197,500 shares representing approximately 10 per cent. of the Issued Share Capital. The minimum price, exclusive of expenses, which may be paid for an ordinary share, is £0.01. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 105% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Directors have no present intention of exercising the authority to make market purchases and the seeking of this authority should not be taken to imply that shares will be purchased. The Directors will exercise this authority only when they consider such purchase to be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Directors believe that it is in the best interests of shareholders that the Company should have the flexibility to make market purchases of its own shares.

#### **Action to be taken by Shareholders**

We encourage Shareholders to appoint the Chairman as their proxy with their voting instructions rather than attend the Annual General Meeting in person.

Shareholders will find enclosed with this letter a Form of Proxy for use at the Annual General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD as soon as possible and in any event not later than at 9:00 a.m. 27 June 2022. Completion and the return of the form of proxy will not prevent Shareholders from attending and voting at the Annual General Meeting should they so wish.

### **Recommendation**

The Directors unanimously believe that the Resolutions are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions.

Yours faithfully

**Siro Cicconi**  
Chief Executive Officer

**ZAIM CREDIT SYSTEMS PLC**  
**(Registered in England No. 5299925)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of Zaim Credit Systems Plc (“**Company**”) will be held at 9:00 a.m. on 29 June 2022 for the purpose of considering and if thought fit passing the Resolutions set out below, of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions.

The physical meeting will be held at 8 St James’s Square, St James’s, London, SW1Y 4JU, United Kingdom but please note the instructions set out in this document with respect to the arrangements in place for this meeting.

**ORDINARY BUSINESS**

*Resolution 1:* To receive and consider the financial statements for the period ended 31 December 2021 together with the report of the Directors and the report of the auditors thereon.

*Resolution 2:* To re-appoint Paul James Auger as a Director of the Company.

*Resolution 3:* To re-appoint Vladimir Golovko as a Director of the Company.

*Resolution 4:* To re-appoint Maurice James Malcolm Groat as a Director of the Company.

*Resolution 5:* *To re-appoint Shipleys LLP as auditors and to authorise the Directors to determine their remuneration*

**SPECIAL BUSINESS**

Resolution 6: That, pursuant to section 551 of the Companies Act 2006 (the “**Act**”) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) up to the maximum aggregate nominal amount of £923,950 **PROVIDED** that the authority granted under this resolution shall lapse at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors shall be entitled to allot shares and grant equity securities pursuant to such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant equity securities be and are hereby revoked.

Resolution 7: That, subject to the passing of Resolution 6 above, and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:



- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £923,950;

and provided that this power shall expire on the conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

*Resolution 8:* THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of £0.01 each in the capital of the Company provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 46,197,500;
- (b) the minimum purchase price (excluding expenses) which may be paid for the ordinary shares is £0.01;
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
  - (i) an amount equal to 105 per cent. of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased;
  - (ii) The higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

This authority shall expire on the conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed or executed wholly or partly after the expiry of such authority and may make a purchase of the ordinary shares purchase to any such agreement as if the authority had not ended.

**BY ORDER OF THE BOARD**

Simon Retter  
*Company Secretary*

26 May 2022

**Registered office:**  
10 Orange Street  
London  
WC2H 7DQ  
United Kingdom

## Notes:

- 1 Shareholders entitled to attend and to speak and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint the Chairman as their proxy in relation to the Annual General Meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD no later than 9:00 a.m. on 27 June 2022.
- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
- 4 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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, Neville Registrars Limited (ID: 7RA11) by 9:00 a.m. on 27 June 2022. 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 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.
- 5 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 6 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.
- 7 Shareholders are advised not to attend the Annual General Meeting and in the event that they should attend, such Shareholders will not be granted access to the meeting.
- 8 To be entitled to vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 9:00 a.m. on 27 June 2022 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 9 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

