

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 financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in finnCap Group plc, please forward this document, together with the accompanying documents, 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.

finnCap Group plc

(Incorporated and registered in England and Wales with company no. 11540126)

Notice of 2022 Annual General Meeting

Dear Shareholder,

Please find enclosed the notice convening the Annual General Meeting (“AGM”) of finnCap Group plc (the “Company”) which will be held at the Company’s offices, One Bartholomew Close, London EC1A 7BL at 10.00am on Thursday 15 September 2022.

Business of the Meeting

The formal notice of the AGM (the “AGM Notice”) is set out on pages 2 to 4 of this document and full details of the resolutions to be proposed at the AGM are contained in the explanatory notes on pages 7 and 8.

Voting

Whether you intend to attend the AGM in person or not, you can still vote on the resolutions by proxy. Shareholders can appoint a proxy and register their vote(s) for the AGM in the following ways:

- By logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions;
- 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 AGM Notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the AGM Notice on page 5.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by no later than 10.00am on Tuesday 13 September 2022.

Board Recommendation

The Directors believe that each of the proposed Resolutions to be considered at the AGM is in the best interests of the Company and its Shareholders as a whole, and recommend that all Shareholders vote in favour of all Resolutions, as they intend to do in respect of their own shareholdings.

The results of the AGM will be announced as soon as practicable after the conclusion of the AGM and will appear on the Company’s website www.finncap.com/investors.

Robert Lister

Chairman

5 August 2022

NOTICE is hereby given that the Annual General Meeting (the “Meeting”) of finnCap Group plc (the “Company”) will be held at the offices of the Company at One Bartholomew Close, London EC1A 7BL on **Thursday 15 September 2022, at 10:00 a.m.** to consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 17 will be proposed as special resolutions:

ORDINARY RESOLUTIONS

1. That the Company’s accounts for the financial year ended 31 March 2022, together with the directors’ report and auditors’ report for such period, be received and adopted.
2. To declare a final dividend of 1.15 pence per ordinary share for the year ended 31 March 2022.
3. That Annette Andrews be elected as a Director of the Company.
4. That John Farrugia be elected as a Director of the Company.
5. That Geoff Nash be elected as a Director of the Company.
6. That Robert Lister be re-elected as a Director of the Company.
7. That Tom Hayward be re-elected as a Director of the Company.
8. That Richard Snow be re-elected as a Director of the Company.
9. That Andy Hogarth be re-elected as a Director of the Company.
10. That Barbara Ann Firth be re-elected as a Director of the Company.
11. That BDO LLP be re-appointed as auditors, to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting of the Company.
12. That the Directors be authorised to determine the remuneration of BDO LLP as auditors for the period of their re-appointment.
13. That, in accordance with sections 366 and 367 of the Companies Act 2006 (the “Act”), the Company is, and all companies which are, at any time during the period for which this resolution has effect, subsidiaries of the Company as defined in the Act are, hereby authorised in aggregate to:
 - a. make political donations to political parties and/or independent electoral candidates not exceeding £10,000 in total;
 - b. make political donations to political organisations other than political parties not exceeding £10,000 in total; and,
 - c. incur political expenditure not exceeding £10,000 in total,

(such terms having the meanings given by sections 363 to 365 of the Act) in each case in the period from the date of the passing of this resolution to the end of the next Annual General Meeting of the Company, or if earlier, the date falling 15 months after the passing of the resolution (unless previously revoked or varied by the Company in general meeting). In any event, the aggregate amount of political expenditure made or incurred under this authority shall not exceed £10,000.

14. That for the purposes of section 551 of the Act (and so that expressions used in this resolution shall have the same meanings as in that section 551):
- a. the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £602,727 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company, or if earlier, the date falling 15 months after the passing of the resolution (unless previously revoked or varied by the Company in general meeting); and further and in addition;
 - b. the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by them up to an aggregate nominal amount of £602,727 during the period expiring at the end of the next Annual General Meeting of the Company, or if earlier, the date falling 15 months after the passing of the resolution, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
 - c. the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

SPECIAL RESOLUTIONS

15. That, subject to and conditional upon the passing of resolution 14, the Directors be and are 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 authority conferred by the said resolution 14 as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that this power shall be limited to:
- a. the allotment of equity securities in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of ordinary shareholders on the register on a date fixed by the directors in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on that date, but subject to such exclusions and/or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or any legal, regulatory or practical difficulties under the laws of any territory, or the requirements of any regulatory body or stock exchange, or as regards shares in uncertificated form; and,
 - b. the allotment (otherwise than pursuant to sub-paragraph a. above) of equity securities having an aggregate nominal amount not exceeding £90,409.
16. That, subject to and conditional upon the passing of resolution 14, the Directors be and are 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 authority conferred by the said resolution 14 as if section 561(1) and sub-sections (1) to (6) of section 562 of the Act did not apply to any such allotment, provided that this power shall be:

- a. limited to the allotment of equity securities up to a nominal value not exceeding £90,409; and
- b. used only for the purposes of financing (or refinancing if the authority is to be used within 6 months after 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 this notice, and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company, or if earlier, the date falling 15 months after the passing of the resolution, but shall extend to the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

17. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of the Act) of ordinary shares of £0.01 each in the capital of the Company (“ordinary shares”) provided that:

- a. the maximum number of ordinary shares hereby authorised to be purchased is 18,081,817;
- b. the minimum price (exclusive of expenses) which may be paid for such ordinary shares is £0.01 per share, being the nominal amount thereof;
- c. the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5 per cent. above the average of the middle market quotations for such shares taken from the AIM Appendix to The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the trading venue where the purchase is carried out;
- d. the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 15 months after the date on which this resolution is passed; and
- e. the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of such contract.

BY ORDER OF THE BOARD

Simon Maynard
Company Secretary
Date: 5 August 2022

Registered Office: One Bartholomew Close, London EC1A 7BL

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above AGM Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
2. Shareholders may appoint a proxy, and vote, either:
 - by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - 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 AGM Notice;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 4 to 8 below.
3. In order for a proxy appointment to be valid the proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be received by Share Registrars Limited by 10.00am on Tuesday 13 September 2022.
4. Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
5. 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) thereof by following the procedures described in the CREST manual. 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.
6. 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 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 Share Registrars Limited (ID 7RA36) no later than 10:00am on 13 September 2022 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a working day). 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 Share Registrars Limited 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.
7. 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 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 or 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.
8. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. Appointment of a proxy (or submission of a CREST proxy appointment) does not preclude a member from attending and voting in person.
10. 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.
11. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
12. If more than one valid proxy appointment is made in relation to the same share, the appointment last received by the registrar before the latest time for the receipt of proxies will take precedence.

13. Pursuant to section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 10:00am on 13 September 2022 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at such time. If the 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 attend and vote at the adjourned Meeting is 48 hours before the date and time fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
14. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business to be 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 question be answered.
15. Each of the resolutions to be put to the AGM will be voted on by poll. A poll reflects the number of voting rights exercisable by each member and so is considered a more democratic method of voting than a show of hands.
16. As at 29 July 2022 (being the latest practicable date before publication of this AGM Notice) the Company's issued share capital consists of 180,818,177 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 29 July 2022 are 180,818,177.
17. A copy of this AGM Notice and other information required by section 311(A) of the Act may be found at www.finnncap.com/investors
18. You may not use any electronic address provided either in this AGM Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Explanatory notes to the Notice of Annual General Meeting 2022

Resolution 1 – To receive the Report and Accounts

The Board asks that shareholders receive the accounts for the financial year ended 31 March 2022 together with the directors' and auditors' reports.

Resolution 2 – Final Dividend

The Board recommends that a final dividend of 1.15 pence per ordinary share be paid on 7 October 2022 to shareholders on the register of members of the Company at the close of business on 23 September 2022.

Resolutions 3 to 10 – Election of Directors

The Articles of Association of the Company require that any Director appointed by the Board since the last Annual General Meeting must offer themselves for election by shareholders at the next Annual General Meeting following their appointment. Accordingly, Annette Andrews, John Farrugia and Geoff Nash offer themselves for election by shareholders.

As announced on 21 June 2022, Samantha Smith will step down as CEO and as a Director of the Company on 1 September 2022, and is therefore not offering herself for re-election at the AGM.

All other Directors are offering themselves for re-election in accordance with the Articles of Association.

The Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that each of Robert Lister, Annette Andrews, Andy Hogarth and Barbara Firth are independent in character and judgement. Biographical details of all the Directors standing for election or re-election at the AGM can be found on pages 9 and 10 of this AGM Notice and on our website at www.finncap.com/investors

Resolutions 11 and 12 - Reappointment and remuneration of auditors

The Company is required to appoint auditors at each Annual General Meeting to hold office until the next such meeting at which accounts are presented. Resolution 11 proposes the reappointment of the Company's existing auditors – BDO LLP.

Resolution 12 proposes that the Directors be authorised to determine the level of the auditors' remuneration for their period of re-appointment.

Resolution 13 – Authority to make political donations

The Act prohibits companies from making any political donations to political organisations, independent candidates or incurring political expenditure unless authorised by shareholders in advance. Neither the Company nor any of its subsidiaries has any intention of making any political donation or incurring any political expenditure.

However, the definitions of political donations, political organisations and political expenditure are very wide. As a result, this can cover activities such as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling certain public duties, and support for bodies representing the business community in policy review or reform. Therefore, shareholder approval is being sought on a precautionary basis only, to allow the Company and any company, which at any time during the period for which the resolution has effect is a subsidiary of the Company, to continue to undertake routine activities without running the risk of inadvertently breaching the legislation.

The Board is seeking authority to make political donations and incur political expenditure up to an aggregate of £10,000. In line with best practice guidelines published by the Investment Association, this resolution will be put to shareholders annually rather than every four years as required by the Act.

Resolution 14 – Authority to allot relevant securities

The resolution asks shareholders to grant the Directors authority under section 551 of the Act to allot shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the Act up to a maximum aggregate nominal value of £1,205,454 being approximately 66.67% (two thirds) of the nominal value of the issued ordinary share capital of the Company (excluding treasury shares) as at 29 July 2022.

£602,727 of this authority is reserved for a fully pre-emptive rights issue. This is the maximum permitted amount under best practice corporate governance guidelines.

Resolutions 15 and 16 – Disapplication of statutory pre-emption rights (special resolutions)

If the Directors wish to allot new shares and other equity securities, or 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.

Resolution 15 deals with the authority of the Directors to allot new shares or other equity securities pursuant to the authority given by resolution 14, or sell treasury shares, for cash without the shares or other equity securities first being offered to shareholders in proportion to their existing holdings. Such authority shall only be used in connection with a pre-emptive offer, or otherwise, up to an aggregate nominal amount of £90,409, being approximately 5% of the total issued ordinary share capital of the Company (excluding treasury shares) as at 29 July 2022.

The Pre-emption Group Statement of Principles supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities (and sales of treasury shares for cash) representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Pre-emption Group's Statement of Principles defines 'specified capital investment' as meaning one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions published by the Pre-emption Group, resolution 16 seeks to authorise the Directors to allot new shares and other equity securities pursuant to the authority given by resolution 14, or sell treasury shares, for cash up to a further nominal amount of £90,409, being approximately 5% of the total issued ordinary share capital of the Company as at 29 July 2022, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in resolution 16 is used, the Company will publish details in its next annual report.

The Board considers the authorities in resolutions 15 and 16 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a rights issue or other pre-emptive offer without the need to comply with the strict requirements of the statutory pre-emption provisions.

Resolution 17 - Purchases of own shares by the Company (special resolution)

Resolution 17 seeks authority from holders of ordinary shares for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of 18,081,817 ordinary shares, being 10% of the ordinary shares in issue as at 29 July 2022.

The Company's exercise of this authority is subject to the upper and lower limits on the price payable stated in the resolution.

The authority to purchase the Company's own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company at the time. The Act permits the Company to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employees' share schemes.

Directors' biographies

Robert Lister, Independent Non-Executive Chairman

Robert Lister joined the Board on 1 January 2021 as a non-executive director and Chairman. Robert spent 25 years in investment banking first with Barclays de Zoete Wedd where he started as a graduate in 1983 and rose to become Head of European Equities in 1998 and then at Dresdner Kleinwort Benson where he was Global Head of Equities. Since then Robert has been appointed as a non-executive director of Investec Wealth and Investment Limited (2010), Aberdeen Smaller Companies Income Investment Trust PLC (2012 to 2022), Credit Suisse Asset Management Limited (2012) and Integrafina Holdings PLC (2019). He is also Investment Expert and Chair of the Salvation Army International Trust Fund and Retired Officer Allowance Scheme.

John Farrugia, Chief Executive Officer (Designate)

John was appointed to the Board as Chief Executive Officer (Designate) on 8 July 2022, and, subject to regulatory approval, will succeed Sam Smith as Chief Executive Officer with effect from 1 September 2022. John joined Cavendish (now finnCap Cavendish) in 2008, and became Managing Partner, and joined the Group's executive committee, in November 2020. He has over 20 years' experience in investment banking, primarily within mergers and acquisitions, and has an outstanding deal completion track record within the technology and tech enabled business services sectors. John graduated with a degree in Economics from the University of London in 2000. He started his career within the technology M&A division of DC Advisory (formerly Close Brothers) and subsequently Strata Technology Partners before moving to Cavendish.

Richard Snow, Chief Financial Officer

Richard joined the Company as Chief Financial Officer in May 2020. Prior to joining the Company, Richard was the Finance Director and Compliance Officer for Finance and Administration of the UK law firm Greenberg Traurig LLP. He qualified as a Chartered Accountant with Arthur Andersen in 1991 and moved to the investment banking industry gaining 15 years' experience in corporate advisory at Charterhouse, Merrill Lynch, Goldman Sachs and Nomura. From 2006 to 2011 Richard was director of M&A and then Investor Relations at Vodafone Group plc. From early 2014, he was Director of Investor Relations of Ladbrokes plc and then, from December 2015, he served on its Executive Committee as acting Chief Financial Officer leading the finance team through the merger with Coral Group plc. Richard has an MA (Hons) in Natural Sciences from Trinity College, Cambridge.

Tom Hayward, Chief Operating Officer

Tom was appointed to the role of Finance Director to finnCap in 2010. Tom served as Chief Financial Officer of the Company during its admission to AIM in 2018 and until Richard Snow joined the Board in May 2020. From May 2020, Tom continued to serve on the Board as Group Chief Operating Officer and Managing Partner of Cavendish, roles he assumed following the departure of the Group's Chief Commercial Officer in 2019. Since John Farrugia's appointment as Managing Partner of Cavendish in late 2020, Tom has focused on his COO duties, including overseeing the implementation of the Group's new business division, finnCap Analytics. Tom previously spent nearly 10 years as a Venture Capital investor at Herald Investment Management Limited where he invested in early-stage information technology and media companies. Between 1998 and 2000, Tom worked in the telecoms and technology M&A team at J. Henry Schroder & Co. Tom qualified as a chartered accountant in KPMG's project finance team and has an MA (Hons) in Natural Sciences from Trinity College, Cambridge, and an MSc in Computing from Imperial College, London.

Geoff Nash, Executive Director

Geoff was appointed to the Board on 8 July 2022. He is a founding shareholder and was a key member of the 2007 MBO, as a director of the Group. He has over 20 years' corporate finance experience in growth companies, having advised on all aspects of IPO, M&A and secondary funding. Geoff has advised clients across a range of sectors, with a particular focus on life sciences. Prior to joining the Group, Geoff qualified with KPMG and previously worked in private equity. He also spent seven years at Evolution Securities (formerly Beeson Gregory and now part of Investec).

Andrew (Andy) Hogarth, Senior Independent Non-Executive Director

Andy was appointed to the board of Staffline Group plc as Finance Director in 2002, becoming Managing Director in 2003 and was appointed Chief Executive when the company was admitted to trading on AIM in 2004. During the fifteen years of his leadership, the business grew from a turnover of £40 million in 2004 to nearly £1 billion in 2017, with underlying operating profits growing from £2 million to over £39 million during the same period. He has held senior roles in a wide range of businesses, including retail, support services, healthcare, hospitality and construction. As Finance Director, he led the management buy-out and subsequent trade sale (to Morgan Sindall in 2002) of Pipeline Constructors Group, a utility services business. Andy currently sits on the board of an elderly care charity, is a Governor of two RSA academy schools and is the Non-Executive Chairman of Ten10 Ltd, a PE backed computer software testing consultancy. He is also a Director of Hogarths Hotels, which has two boutique hotels in Solihull and Kidderminster. He is a Fellow of the Association of Chartered Certified Accountants.

Barbara Firth, Independent Non-Executive Director

Barbara has decades of financial and management experience covering both private and quoted companies. Previous roles have included Chief Financial Officer and subsequently Chief Operating Officer of Advanced Computer Software Group plc (ACS) from its early stages to the sale in 2015 to Vista for £725 million. Prior to her role at ACS, Barbara was Chief Financial Officer of Computer Software Group plc (CSG) from the time of its float to the sale in 2007 to HG Capita. Prior to CSG, Barbara was the UK financial controller for Roberts Pharmaceutical Inc. and a member of the Roberts/Shire merger task force. Barbara has considerable M&A experience including processing and integrating many smaller bolt-on acquisitions and several larger scale transactions. Barbara's past responsibilities have included Finance, M&A, Human Resources, Legal and Commercial Contracts, Investor Relations and Company Secretarial functions.

Annette Andrews, Independent Non-Executive Director

As an independent Non-Executive Director Annette Andrews brings substantial HR and people expertise to the Board after a 30-year career in HR roles in both regulated financial and commercial environments. In the past 15 years she has held senior HR leadership positions at Lloyd's of London (Chief People Officer), Catlin Insurance (HR Director), Lloyds Banking Group PLC (various roles including Head of HR Americas) and the Ford Motor Company in Europe and the UK. On leaving Lloyd's of London in 2020, Annette founded Acaria Coaching and Consultancy Ltd, working with individuals and organisations globally to help them achieve their full potential. Annette is MBA qualified and a Fellow of the Chartered Institute of Personnel Development, alongside being a Life and Executive Coach. Annette's other non-executive and advisory roles include Non-Executive Chairman of The Guild of Human Resource Professionals, Chair for a Community Interest Charity, 'Strengths in Communities'.