

Notice of the 64th Annual General Meeting of Vanquis Banking Group plc

**3.30pm on 15 May 2024 at
the offices of
Clifford Chance LLP
10 Upper Bank Street
Canary Wharf
London
E14 5JJ**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, bank manager, solicitor, accountant or other independent professional advisor.

If you have sold or otherwise transferred all of your ordinary shares in Vanquis Banking Group plc, please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

References in this document to the "Group" means Vanquis Banking Group plc and its subsidiaries from time to time as defined by the Companies Act 2006.

Registered Office:
No. 1 Godwin Street
Bradford
West Yorkshire
BD1 2SU
27 March 2024



Dear Shareholder,

Notice of Annual General Meeting (AGM)

I am pleased to invite you to this year's AGM at the offices of Clifford Chance LLP, 10 Upper Bank Street, Canary Wharf, London, E14 5JJ on 15 May 2024 at 3.30pm. Directions and a map of how to get to the Clifford Chance LLP offices are set out on pages 12 and 13 of this document. This will be my first AGM as Chair and I look forward to welcoming you to the meeting.

Wishing to encourage shareholder participation, the Board has, again, decided to provide an audio broadcast to shareholders who are unable to attend the AGM in person so they can follow the meeting in real time, should they wish to do so. This can be done by accessing the AGM section of our website here, www.vanquisbankinggroup.com/shareholder-hub/agm-general-meetings and following the link to the audio broadcast. Further details on how to join the meeting remotely are set out in Appendix I to this document.

We strongly encourage shareholders to vote on the resolutions being proposed in advance of the AGM by completing an online proxy appointment form appointing the Chair of the meeting as their proxy and to attend the AGM in person or to follow the meeting remotely by taking advantage of the electronic facilities being offered. Shareholders following the meeting remotely will not be able to vote in real time or submit questions during the meeting. Shareholders may ask questions before the meeting by emailing Shareholder.Questions@vanquisbankinggroup.com.

Full details of the resolutions that will be put to shareholders, including explanatory notes, are set out in the formal Notice of Meeting, which is set out on pages 4 to 19 of this document.

Important information – attending the AGM in person

Shareholders wishing to attend the meeting in person should pre-register their attendance by emailing Shareholder.Questions@vanquisbankinggroup.com no later than 5.00pm on 13 May 2024.

Any changes to the AGM arrangements will be published on our website www.vanquisbankinggroup.com and announced through the London Stock Exchange. We would ask that shareholders continue to monitor the website for any announcements and/or updates.

Shareholder Questions

Shareholders are encouraged to submit questions relating to the business to be conducted at the AGM in advance, by emailing Shareholder.Questions@vanquisbankinggroup.com and by no later than 5.00pm on 13 May 2024. We will consider all questions received and, if appropriate and relating to the business of the AGM, provide a written response or publish answers on our website.

Shareholders will be able to submit questions during the meeting in person in the room. As noted above, those following the meeting remotely will not be able to submit questions during the meeting.

Business of the Meeting

As announced on 27 March 2024, Elizabeth Chambers and Margot James notified the Board that they will step down from the Board

on 15 May 2024 and accordingly will not submit themselves for re-election at the AGM. I would like to thank them for their significant contributions to the Board during their tenure. All other Directors will submit themselves for election or re-election, including Karen Briggs, Oliver Laird and Jackie Noakes who joined the Board on 27 March 2024.

Amongst the resolutions being proposed this year, I would like to draw your attention specifically to the following resolutions:

Approval of Remuneration Report (Resolution 2)

This ordinary resolution seeks shareholder approval for the Company's annual Directors' remuneration report (the Directors' Remuneration Report) and the annual statement by the Chair of the Remuneration Committee. The Directors' Remuneration Report (including the annual statement by the Chair of the Remuneration Committee) can be found on pages 93 to 115 of the Annual Report and Financial Statements 2023 (the 2023 Annual Report).

The Directors' Remuneration Report gives details of (a) the implementation of the Company's current directors' remuneration policy (the Directors' Remuneration Policy, which was approved by shareholders at the Annual General Meeting on 25 May 2023) during the year ended 31 December 2023 and (b) how the Directors' Remuneration Policy will be applied in practice during the 2024 financial year. As in previous years, this resolution will be advisory in nature and the Directors' entitlement to remuneration is not conditional on the resolution being passed.

Final dividend (Resolution 3)

You are being asked to approve a recommended final dividend of 1.0p per ordinary share for the year ended 31 December 2023. If approved, the final dividend will be paid on 30 May 2024 to all ordinary shareholders who are on the Register of Members at close of business on 19 April 2024.

Recommendation

The Board considers that all resolutions proposed are likely to promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Board unanimously recommends that shareholders vote in favour of them as the Directors intend to do in respect of their own beneficial holdings.

Action to be taken

Whether or not you propose to attend the AGM, please complete and submit the proxy appointment form in accordance with Note 5 of the Explanatory Notes to the Notice of the Meeting set out on pages 10 and 11 of this document. All shareholders who are entitled to attend and vote at the meeting 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. The online and paper proxy appointment forms must be received at the address for delivery specified in the Explanatory Notes by 3.30pm on 13 May 2024.

As at previous AGMs, each resolution will be voted on by way of a poll. This is a more transparent method of voting as shareholder votes will be counted according to the number of shares held.

Important Information – online voting at shareholder meetings

Your vote is important to the Company and the Board strongly encourages shareholders to vote on all resolutions by completing and submitting an online proxy appointment form in accordance with Note 5 of the Explanatory Notes to the Notice of the Meeting (set out on pages 10 and 11 of this document). In order to make voting easier for shareholders, reduce our environmental impact and to make a cost saving, the Company will not send paper proxy cards to shareholders for the 2024 AGM and future AGMs and accordingly, you are encouraged to vote online. If you are unable to vote online and/or wish to receive a paper proxy, please contact Link Group via email at shareholderenquiries@linkgroup.co.uk, call +44 (0)371 664 0300 (calls are charged at the standard geographic rate and will vary by provider) or write to them at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. The online and paper proxy appointment forms must be received at the address for delivery specified in the Explanatory Notes by 3.30pm on 13 May 2024.

The Board would like to thank shareholders for their continued support.

Yours faithfully

Sir Peter Estlin

Chair

Notice of Annual General Meeting (Notice) and Explanatory Notes

The Sixty Fourth Annual General Meeting (AGM) of Vanquis Banking Group plc will be held at the offices of Clifford Chance LLP, 10 Upper Bank Street, Canary Wharf, London, E14 5JJ on 15 May 2024 at 3.30pm.

Shareholders will be asked to consider and pass the resolutions set out below. Resolutions 18, 19, 20, 22 and 23 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

An ordinary resolution will be passed if more than 50% of the votes cast (not counting votes withheld) are in favour.

A special resolution will be passed if at least 75% of the votes cast (not counting votes withheld) are in favour.

For ease of reference, the formal resolutions are in bold black text.

ANNUAL REPORT AND FINANCIAL STATEMENTS

Ordinary Resolution 1: That the Directors' reports and auditor's report and the audited financial statements of the Company for the year ended 31 December 2023 be received.

Each report and the audited financial statements of the Company for the year ended 31 December 2023 (the 2023 Annual Report), have been made available to shareholders. The 2023 Annual Report may also be accessed on the Company's website at www.vanquisbankinggroup.com.

REMUNERATION

Ordinary Resolution 2: That the annual statement by the Chair of the Remuneration Committee and the Directors' Remuneration Report for the year ended 31 December 2023 as set out on pages 93 to 115 (inclusive) of the 2023 Annual Report be approved.

The Directors' Remuneration Report for the year ended 31 December 2023 is contained in the 2023 Annual Report published on our website at www.vanquisbankinggroup.com, in the Shareholder Hub. This vote is advisory only and does not affect the actual remuneration paid to any individual Director.

The Directors' Remuneration Policy was approved by shareholders at the Annual General Meeting of the Company held on 25 May 2023 for a period of up to three years and is, therefore, not required to be put to shareholders for approval at this year's AGM. It will be put to shareholders for approval again by no later than the AGM in 2026. A summary of how the Directors' Remuneration Policy will be applied in 2024 can be found on pages 108 to 109 (inclusive) of the 2023 Annual Report and the full remuneration policy can be found on the Company's website at www.vanquisbankinggroup.com.

DIVIDEND

Ordinary Resolution 3: That a final dividend of 1.0p on the ordinary shares of 20⁸/11 p each in respect of the year ended 31 December 2023 be declared.

Shareholders are being asked to approve the final dividend for each ordinary share for the year ended 31 December 2023. However, the final dividend cannot be more than the amount which the Directors recommend (which is 1.0p for each ordinary share). If approved, the final dividend will be paid on 30 May 2024 to all ordinary shareholders who are on the Register of Members at close of business on 19 April 2024.

DIRECTORS

Ordinary Resolution 4: That Sir Peter Estlin be elected as a Director of the Company.

Ordinary Resolution 5: That Ian McLaughlin be elected as a Director of the Company.

Ordinary Resolution 6: That Dave Watts be elected as a Director of the Company.

Ordinary Resolution 7: That Karen Briggs be elected as a Director of the Company.

Ordinary Resolution 8: That Michele Greene be re-elected as a Director of the Company.

Ordinary Resolution 9: That Paul Hewitt be re-elected as a Director of the Company.

Ordinary Resolution 10: That Angela Knight be re-elected as a Director of the Company.

Ordinary Resolution 11: That Oliver Laird be elected as a Director of the Company.

Ordinary Resolution 12: That Graham Lindsay be re-elected as a Director of the Company.

Ordinary Resolution 13: That Jackie Noakes be elected as a Director of the Company.

In accordance with the UK Corporate Governance Code 2018 and the Articles of Association, it is proposed that all Directors seek election or re-election at the AGM this year with the exception of Elizabeth Chambers and Margot James who will step down on 15 May 2024. Karen Briggs, Oliver Laird and Jackie Noakes joined the Board on 27 March 2024 and will seek election at the 2024 AGM.

When making its recommendation to the Board in respect of the election or re-election of the Directors, the Nomination Committee considers the balance of skills, experience, diversity, independence and knowledge on the Board and reviews the commitment and effectiveness of each Director. The performance of the Directors is also subject to a formal evaluation process.

Accordingly, the Board has resolved that the current Directors continue to be effective, committed to their roles and have sufficient time available to perform their duties to the Company. Additionally, the Board has determined, other than the Chair (whose independence is only determined on appointment), that each of the Non-Executive Directors is, and continues to be, independent.

The Board considers that the independent character and judgement of the Non-Executive Directors and their varied and relevant experience combine to provide an appropriate balance of skills and knowledge which is of great benefit to the Company and that the individual contributions of each of the Directors are, and will be, important to the Company's long-term sustainable success. Accordingly, the Board recommends the election or re-election of all Directors with the exception of Elizabeth Chambers and Margot James who will step down on 15 May 2024. You can read about the Directors' individual skills, experience, knowledge and why their contribution is, and continues to be, important to the Board and the long-term sustainable success of the Company in their biographies in Appendix II to this Notice.

AUDITOR

Ordinary Resolution 14: That Deloitte LLP be reappointed as auditor of the Company from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid.

The Company is obliged by law to appoint an auditor annually to hold office from the conclusion of this meeting until the conclusion of the next General Meeting of the Company at which accounts are laid. Deloitte LLP were first appointed by the Company at the 2013 AGM. The Company undertook a formal tender process for the external auditor appointment in 2020 pursuant to which the Audit Committee recommended to the Board the re-appointment of Deloitte LLP as its external auditor.

This resolution proposes that Deloitte LLP be reappointed as the Company's auditor following a recommendation from the Audit Committee and the Board.

Ordinary Resolution 15: That the Audit Committee, for and on behalf of the Board, be authorised to determine the auditor's remuneration.

This resolution authorises the Audit Committee, for and on behalf of the Board, to determine the auditor's remuneration.

POLITICAL DONATIONS

Ordinary Resolution 16: That from the date of this resolution until the earlier of the close of business on 15 August 2025 or the conclusion of the Company's next AGM (unless previously renewed, varied or revoked by the Company in General Meeting), the Company and all companies that are its subsidiaries at any time during the period for which the resolution has effect are, for the purposes of section 366 of the Companies Act 2006, authorised to:

- a) make political donations to political parties and/or independent election candidates up to an aggregate total amount of £50,000;
- b) make political donations to political organisations other than political parties up to an aggregate total amount of £50,000; and
- c) incur political expenditure up to an aggregate total amount of £50,000,

provided that the aggregate amount of such donations and expenditure shall not exceed £50,000 in total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such a rate as the Board may decide is appropriate. Terms used in this resolution have, where applicable, the meanings given to them in Part 14 of the Companies Act 2006 on "Control of Political Donations and Expenditure".

This resolution renews the resolution that was passed at the 2023 AGM and seeks approval from shareholders to enable the Company to make political donations or incur political expenditure which it would otherwise be prohibited from making or incurring by the Companies Act 2006.

Amongst other things, the Companies Act 2006 prohibits companies and their subsidiaries from making political donations, or incurring political expenditure in excess of an aggregate of £5,000 in relation to a political party or other political organisation or an independent election candidate in any 12 month period unless such donations and expenditure have been approved in advance by the Company's shareholders. The Company and its subsidiaries do not currently make donations to political parties and do not intend to do so in the future. However, the Companies Act 2006 contains wide definitions of "political donation", "political organisation", "political expenditure" and "political party" and, as a result, it is possible that the Company and its subsidiaries may be prohibited from supporting bodies which it believes are in the shareholders'

interests for the Company to support; for example, bodies concerned with policy review or law reform, with the representation of the business community or sections of it or special interest groups. If this resolution is passed the Company and its subsidiaries will be authorised to make political donations and incur political expenditure which might otherwise be prohibited by legislation, up to a limit of, in aggregate, £50,000. The Directors consider that the authority is necessary to provide the Company with comfort that it will not, because of uncertainties as to the scope and interpretation of the legislation, unintentionally commit a technical breach of it. It will allow the Company and its subsidiaries to provide financial and other support to organisations which it is in the shareholders' interests for the Company to support.

Any political donation made or political expenditure incurred which is in excess of £2,000 will be disclosed in the Company's annual report for next year, as required by the Companies Act 2006.

As permitted under the Companies Act 2006, the resolution extends not only to the Company but to all companies which are subsidiaries of the Company at any time during which the authority is in place.

AUTHORITY TO ALLOT SHARES

Ordinary Resolution 17: That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised (in accordance with section 551 of the Companies Act 2006) to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company:

- a) up to an aggregate nominal amount of £17,718,863; and
- b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a further aggregate nominal amount of £17,718,863 in connection with or pursuant to an offer by way of a fully pre-emptive offer,

such authorities to apply until the end of the Company's next AGM after this Resolution 17 is passed (or, if earlier, at the close of business on 15 August 2025) unless previously renewed, varied or revoked by the Company in General Meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 17 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Companies Act 2006) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purposes of this Resolution 17 "fully pre-emptive offer" means an offer to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities (as defined in section 560(1) of the Companies Act 2006) as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, to subscribe for further securities, including an offer to which the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

At the 2023 AGM, the Directors were given authority to allot shares in the Company up to an aggregate nominal amount equal to £35,076,586 (representing 169,229,152 ordinary shares of 20⁸/₁₁ p each), equivalent to approximately two-thirds of the issued ordinary share capital of the Company as at 22 March 2023. This authority expires at the forthcoming AGM.

The Investment Association share capital management guidelines (as updated in February 2023) on directors' authority to allot shares state that its members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company's existing issued share capital. The guidelines provide that any routine authority to allot shares representing in excess of one third of a company's issued share capital should only be used to allot shares pursuant to a fully pre-emptive offer (not just a fully pre-emptive rights issue, as was the case under the guidelines prior to February 2023). In accordance with these guidelines, this resolution is proposed to give the Directors the authority to allot ordinary shares up to a maximum aggregate nominal amount equal to £35,437,726 (representing 170,971,492 ordinary shares of 20⁸/₁₁ p each), equivalent to approximately two-thirds of the issued ordinary share capital of the Company as at 19 March 2024, the latest practicable date prior to publication of this Notice. Of this amount, £17,718,863 (representing approximately one third of the Company's issued ordinary share capital) can only be allotted pursuant to a fully pre-emptive offer.

The authority sought under this resolution will expire at the conclusion of the next AGM of the Company (or, if earlier, at the close of business on 15 August 2025).

The Directors have no present intention to exercise the authority sought under this resolution. The purpose of giving the Directors this authority is to maintain the Company's flexibility to take advantage of any appropriate opportunities that may arise.

As at 19 March 2024, the latest practicable date prior to publication of this Notice, the Company does not hold any ordinary shares in the capital of the Company in treasury.

AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

Special Resolution 18: That, in substitution for all existing powers and subject to the passing of Resolution 17, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 17 and/or pursuant to section 573 of the Companies Act 2006 to sell for cash ordinary shares held by the Company as treasury shares, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (b) of Resolution 17, by way of a fully pre-emptive offer only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury

shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 17 and/or sale of treasury shares for cash (in each case otherwise than under paragraph (a) of this Resolution 18) up to a nominal amount of £5,316,190 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and
- c) to the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than under paragraph (a) or paragraph (b) of this Resolution 18) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 18, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to apply until the earlier of the conclusion of the next AGM of the Company or close of business on 15 August 2025 unless previously renewed, varied or revoked by the Company in General Meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution 18, "fully pre-emptive offer" has the same meaning as in Resolution 17 above.

AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS IN RELATION TO ACQUISITIONS AND SPECIFIED CAPITAL INVESTMENTS

Special Resolution 19: That, in addition to any authority granted under Resolution 18 and subject to the passing of Resolution 17, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 17 and/or pursuant to section 573 of the Companies Act 2006 to sell for cash ordinary shares held by the Company as treasury shares, in each case free of the restriction in section 561 of the Companies Act 2006, such authority to be limited:

- a) to the allotment of equity securities and/or sale of treasury shares for cash up to an aggregate nominal amount of £5,316,190 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights) and used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified 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

b) to the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than under paragraph (a) of this Resolution 19) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 19, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to apply until the earlier of the conclusion of the next AGM of the Company or close of business on 15 August 2025 unless previously renewed, varied or revoked by the Company in General Meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

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 the shareholders, in proportion to their existing holdings.

The Directors have no present intention to exercise this authority. However, the Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders under section 561 of the Companies Act 2006. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. The purpose of Resolutions 18 and 19, which are each proposed as special resolutions, is to enable shareholders to waive their pre-emption rights.

Resolution 18 authorises the Directors to allot equity securities (which for these purposes includes the sale of treasury shares) in each case without the shares first being offered to shareholders in proportion to their existing holdings under section 561 of the Company Act 2006:

1. up to a nominal amount of £35,437,726 (equivalent to approximately 66% of the nominal value of the ordinary share capital of the Company in issue on 19 March 2024 (being the latest practicable date prior to publication of this Notice)) to existing ordinary shareholders in proportion to their existing holdings and to holders of other equity securities if required by the rights of those securities (of which amount, £17,718,863 (representing approximately one-third of the Company's issued ordinary share capital) can only be allotted pursuant to a fully pre-emptive offer), in each case subject to any limits, restrictions, or arrangements, such as for fractional entitlements and overseas shareholders, as the Directors consider appropriate;
2. otherwise up to a nominal amount of £5,316,190 (equivalent to approximately 10% of the nominal value of the ordinary share capital of the Company in issue on 19 March 2024 (being

the latest practicable date prior to publication of this Notice)) for general corporate purposes; and

3. otherwise up to a nominal amount of £1,063,238 (equivalent to approximately 2% of the nominal value of the ordinary share capital of the Company in issue on 19 March 2024 (being the latest practicable date prior to publication of this Notice)) for the purposes only of a follow-on offer as described in the Pre-Emption Group's Statement of Principles as updated in November 2022 (the Pre-Emption Group Principles).

Resolution 19 additionally authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment. The authority under Resolution 19 is limited to:

1. a nominal value of £5,316,190, equivalent to approximately 10% of the nominal value of the ordinary share capital of the Company in issue on 19 March 2024 (being the latest practicable date prior to the publication of this Notice); and
2. a nominal value of £1,063,238, equivalent to approximately 2% of the nominal value of the ordinary share capital of the Company in issue on 19 March 2024 (being the latest practicable date prior to the publication of this Notice) for the purposes only of a follow-on offer as described in the Pre-Emption Group Principles.

The Directors confirm that they will only allot shares representing an additional 10% of the issued ordinary share capital of the Company for cash pursuant to the authority referred to in Resolution 19 where that allotment is in connection with an acquisition or a specified capital investment (as defined in the Pre-Emption Group Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment.

The authority sought by the Directors in both Resolution 18 and Resolution 19 includes the ability to issue up to 2% of issued ordinary share capital in each case for the purposes of a follow-on offer. The Pre-Emption Group Principles provide for follow-on offers as a possible means of enabling smaller and retail shareholders in the Company to participate in a non-pre-emptive equity issue when it may not be possible (for timing or other reasons) for them to participate in a particular placing being undertaken. The Pre-Emption Group Principles set out the expected features of any such follow-on offer, including in relation to qualifying shareholders, monetary caps on the amount qualifying shareholders can subscribe and the issue price of the shares.

The maximum aggregate nominal amount of equity securities which could be allotted on a non-pre-emptive basis under Resolutions 18 and 19 combined is equivalent to approximately 24% of the issued ordinary share capital of the Company as at 19 March 2024, being the latest practicable date prior to the publication of this Notice. In respect of Resolutions 18 and 19, the Directors confirm their intention to follow the shareholder protections in Part 2B of the Pre-Emption Group Principles as well as the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-Emption Group Principles.

Resolutions 18 and 19 comply with the Investment Association's share capital management guidelines and follow the resolution templates issued by the Pre-Emption Group in November 2022.

If the resolutions are passed, the authorities will expire at the end of the Company's next AGM or, if earlier, at close of business on 15 August 2025.

AUTHORITY TO PURCHASE OWN SHARES

Special Resolution 20: That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 20⁸/₁₁ p each in the capital of the Company ("ordinary shares") provided that:

- a) the maximum aggregate number of ordinary shares authorised to be purchased is 25,648,288 (representing 10% of the issued ordinary share capital);
- b) the minimum price (excluding expenses) which may be paid for an ordinary share is 20⁸/₁₁ p;
- c) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of (1) an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased and (2) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- d) this authority expires at the conclusion of the next AGM of the Company (or, if earlier, the close of business on 15 August 2025); and
- e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

Resolution 20, proposed as a special resolution, seeks shareholder approval to authorise the Company to make market purchases of its own shares for up to 25,648,288 shares, representing approximately 10% of the Company's issued ordinary share capital as at 19 March 2024 (being the latest practicable date before publication of this Notice). The resolution specifies the minimum and maximum prices at which such shares may be purchased under this authority. No market purchases were made during the year ended 31 December 2023. The Directors have no present intention to exercise the authority sought by this resolution. The Company will only exercise this authority to purchase shares in the market after careful consideration by the Directors (taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company) and in circumstances where to do so would result in an increase in earnings per share and would be in the best interests of shareholders generally.

The Directors intend that any shares purchased in the market under this authority will be cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to meet the Company's obligations under its share schemes. Whilst held in treasury, the shares are not entitled to receive any dividends and have no voting rights. The Directors believe that it is appropriate for the Company to have the option to hold its own shares in treasury and that doing so enables the Company to sell the shares quickly and cost effectively

or use them to satisfy awards under the Company's employee share schemes and provides the Company with additional flexibility in the management of its capital base. The Directors will have regard to investor group guidelines which may be in force at the time of any such purchase, holding or re sale of shares held in treasury. As at 19 March 2024 (being the latest practicable date before publication of this Notice), no shares were held in treasury by the Company.

If approved, this authority will expire at the end of the Company's next AGM or, if earlier, at close of business on 15 August 2025. The Directors intend to seek renewal of this authority at each AGM of the Company.

On 19 March 2024 (being the latest practicable date before publication of this Notice), the Company had 14,125,719 options outstanding over the Company's ordinary shares, representing approximately 5.507% of the Company's issued ordinary share capital. If the existing authority given at the Company's AGM last year and the authority now being sought by this resolution were to be exercised in full, these options (assuming no further ordinary shares are issued after 19 March 2024, being the latest practicable date before publication of this Notice) would represent approximately 6.119% of the Company's issued ordinary share capital at that date. The Company has no warrants in issue in relation to its shares.

AUTHORITY TO ALLOT EQUITY SECURITIES IN RELATION TO THE ISSUE OF ADDITIONAL TIER 1 SECURITIES

Ordinary Resolution 21: That, in addition to the authority granted under Resolution 17 (if passed), the Directors be generally and unconditionally authorised (in accordance with section 551 of the Companies Act 2006) to exercise all the powers of the Company to allot equity securities in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £17,543,429 in relation to the issue by the Company of any Additional Tier 1 Securities that automatically convert into or are exchanged for shares in the Company in prescribed circumstances where the Directors consider that the issue of such Additional Tier 1 Securities would be desirable, including for the purpose of complying with, or maintaining compliance with the regulatory requirements or targets applicable to the Group from time to time, such authority to apply until the end of the Company's next AGM after this Resolution 21 is passed (or, if earlier, at the close of business on 15 August 2025) unless previously renewed, varied or revoked by the Company in General Meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the Directors may allot equity securities or grant such rights under any such offer or agreement as if the authority had not expired.

Resolution 21 seeks shareholder approval to grant the Directors authority to allot equity securities in the Company or grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17,543,429 in connection with the issue of Additional Tier 1 Securities (AT1 Securities) representing approximately 33% of the Company's issued ordinary share capital as at 19 March 2024 (being the latest practicable date before publication of this Notice). The authority sought under this Resolution 21 is in addition to the authority proposed under Resolution 17 (if passed). The authority sought

under Resolution 21 is not contemplated by the guidance issued by the Investment Association.

The authority sought under Resolution 21 and Resolution 22 below will be utilised as considered desirable to comply with or maintain compliance with regulatory capital requirements or targets applicable to the Group from time to time and taking into account a number of factors in respect of the Group, including its capital structure, an assessment of appropriate capital ratios, market conditions at the time and demand for the issue of AT1 Securities. However, the request for this authority should not be taken as an indication that the Company will or will not issue any or any given amount of AT1 Securities.

The authority sought under this resolution will expire at the conclusion of the next AGM of the Company (or, if earlier, at the close of business on 15 August 2025).

AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS IN RELATION TO THE ISSUE OF ADDITIONAL TIER 1 SECURITIES

Special Resolution 22: That, in addition to any authority granted under Resolutions 18 and 19, and subject to the passing of Resolution 21, the Directors be generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 21 free of the restriction in section 561 of the Companies Act 2006, such authority to be limited up to the aggregate nominal amount of £17,543,429 in relation to the issue of Additional Tier 1 Securities, such authority to apply until the earlier of the conclusion of the next AGM of the Company or close of business on 15 August 2025 unless previously renewed, varied or revoked by the Company in General Meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

If the Directors wish to allot new equity securities or grant rights to subscribe for, or to convert securities into, ordinary shares in the Company, for cash (other than in connection with an employee share scheme), company law requires that these equity securities are offered first to the shareholders, in proportion to their existing holdings.

Resolution 22, proposed as a special resolution, grants (if passed) Directors the authority to allot equity securities pursuant to any proposal to issue AT1 Securities, without first offering them to shareholders. Together with Resolution 21 (if passed), the Directors would be authorised to allot shares in the Company or grant rights

to subscribe for, or to convert any security into, shares in the Company on a non-pre-emptive basis up to an aggregate nominal amount of £17,543,429 in connection with the AT1 Securities, representing approximately 33% of the Company's issued ordinary share capital as at 19 March 2024 (being the latest practicable date before publication of this Notice).

Together with Resolution 21, this resolution is intended to provide the Directors with the flexibility to issue AT1 Securities, which may convert into shares in the Company. This will allow the Company to optimise its capital stack to the benefit of the business.

The authority sought under this resolution will expire at the conclusion of the next AGM of the Company (or, if earlier, at the close of business on 15 August 2025).

NOTICE OF GENERAL MEETINGS

Special Resolution 23: To authorise the Directors to call a General Meeting other than an AGM on not less than 14 clear days' notice.

Under the Companies Act 2006, all General Meetings must be held on 21 clear days' notice unless the shareholders approve a shorter notice period, subject to a minimum of 14 clear days. AGMs must continue to be held on at least 21 clear days' notice. Resolution 23, proposed as a special resolution, seeks shareholder approval to call General Meetings (other than an AGM) on 14 clear days' notice and it is equivalent to the authority granted to the Directors at last year's AGM.

The shorter notice period would not be used as a matter of routine for General Meetings, but only where flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole.

In order to allow for the shorter notice period, the Company will continue to make electronic voting available to all shareholders.

If approved, this authority will expire at the end of the Company's next AGM, when it is intended that a similar resolution will be proposed.

By order of the board

Registered Office:

No.1 Godwin Street
Bradford
West Yorkshire
BD1 2SU



Melanie Barnett
General Counsel and Company Secretary

27 March 2024
Registered in England and Wales No. 668987

Explanatory Notes

Members' right to appoint a proxy

1. Members who are entitled to attend and vote at the Meeting 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 proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the annual general meeting (AGM or Meeting) provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. If you appoint the Chair of the meeting as your proxy, this will ensure your votes are cast in accordance with your wishes at the AGM if neither you nor any other person you might appoint as your proxy is able or willing to attend the meeting in person.

A facility will be made available for shareholders to follow the AGM remotely, should they wish to do so. This can be done by accessing the AGM section of our website here, www.vanquisbankinggroup.com/shareholder-hub/agm-general-meetings and following the link to the live audio broadcast. Further details on how to join the meeting remotely are set out in Appendix I to this document. Shareholders attending the meeting remotely will not be able to vote in real time or submit questions during the meeting.

2. The right of a member to vote at the Meeting will be determined by reference to the Register of Members. To be entitled to attend, vote and speak at the AGM, members must be registered in the Register of Members of the Company at close of business on 13 May 2024 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting, provided that no account shall be taken of any part of a day that is not a working day).
3. A member wishing to attend, vote and speak 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/her 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.
4. 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).
5. Each resolution will be voted on by way of a poll. This is a more transparent method of voting as shareholder votes will be counted according to the number of shares held. 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 Meeting.

A member may appoint a proxy online by following the instructions for the electronic appointment of a proxy at www.signalshares.com. To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with those instructions must be transmitted so as to be received at the same time as the instructions.

Alternatively, a hard copy proxy form may be used to appoint a proxy and this can be requested directly from the registrars, Link Group by email at shareholderenquiries@linkgroup.co.uk or by calling +44 (0)371 664 0300 (calls are charged at the standard geographic rate and will vary by provider, lines are open 9.00am-5.30pm Monday to Friday).

To be valid, a proxy form must be completed in accordance with the instructions that accompany it and delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received by 3.30pm on 13 May 2024.

Members who hold their shares in uncertificated form may also use the CREST voting service to appoint a proxy electronically, as explained below.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 3.30pm on 13 May 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

If an instrument of proxy is not received in a manner or within the time limits set out in this Notice it shall be invalid, unless and to the extent that the Board, in its absolute discretion in relation to any such instrument, waives any such requirement. Appointing a proxy will not prevent a member from attending and voting in person at the Meeting should he/she so wish.

6. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
7. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in Note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
8. Any person to whom this Notice 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 member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. 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 member as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in Note 1 can only be exercised by members of the Company.

9. As at 19 March 2024 (being the latest practicable date prior to publication of this Notice) the Company's total issued equity share capital consisted of 256,482,888 ordinary shares, carrying one vote each. As at 19 March 2024, the Company did not hold any treasury shares. Therefore, the total voting rights in the Company as at 19 March 2024 was 256,482,888.

10. 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 (available from: <https://www.euroclear.com>). 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.

11. 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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA 10) by 3.30pm on 13 May 2024. 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.

12. CREST members and, where applicable, their CREST sponsors, or voting service providers, should note that Euroclear UK & International 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST systems and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertified Securities Regulations 2001.

Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

13. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.

Members' requests

14. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Member questions

15. Any member entitled to attend and vote at the Meeting has the right to ask questions relating to the business being dealt with at the Meeting. 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 question be answered.

16. You may submit questions relating to the business to be conducted at the AGM in advance, by email to Shareholder.Questions@vanquisbankinggroup.com by no later than 5.00pm on 13 May 2024. We will consider all questions received and, if appropriate and relating to the business of the AGM, provide a written response or publish answers on our website. Shareholders following the AGM remotely will be unable to submit questions during the meeting. Further details on how to join the meeting remotely are set out in Appendix I to this document.

Documents on display

17. Copies of the service contracts of the Executive Directors and the Non-Executive Directors' letters of appointment are available for inspection at the Company's registered office, upon prior appointment only, from the date of this Notice until the conclusion of the Meeting and at the Meeting venue for at least 15 minutes prior to the start of the Meeting until the conclusion of the Meeting.

Additional information

18. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.vanquisbankinggroup.com in the Shareholder Hub.

Company website

19. A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or on any website for communicating with the Company for any purpose in relation to the Meeting other than as expressly stated in it.

Information for members

Timings of the Meeting

Shareholders wishing to attend the meeting in person should pre-register their attendance by emailing Shareholder.Questions@vanquisbankinggroup.com no later than 5.00 pm on 13 May 2024.

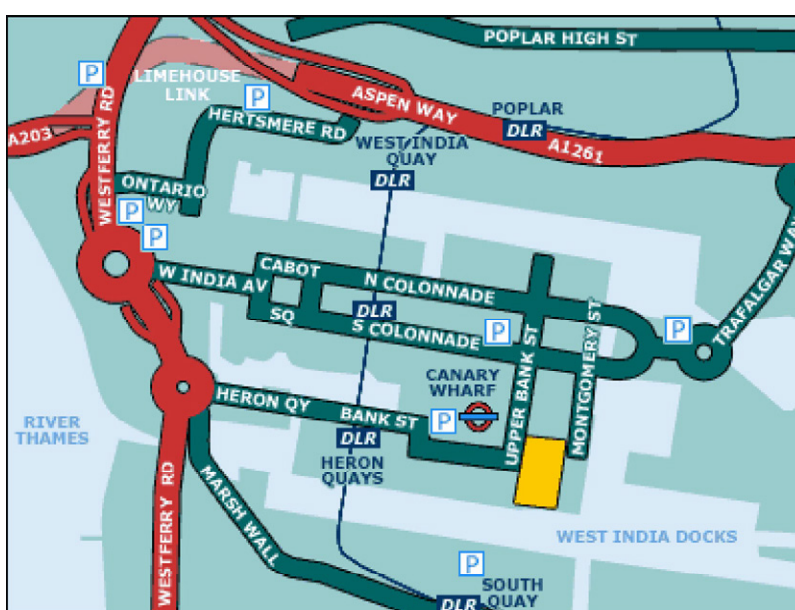
3.00pm – Doors open. Please sign into the building on the ground floor at 10 Upper Bank Street, Canary Wharf, London, E14 5JJ and you will be directed to the AGM.

3.30pm – AGM commences.

Security and safety

The safety of our shareholders is our main priority. We will not permit behaviour that may interfere with anyone's security or safety or the good order of the meeting. Anyone who does not comply may be removed from the meeting.

Directions to Clifford Chance LLP, 10 Upper Bank Street, Canary Wharf, London, E14 5JJ



Methods of Transport

For directions from the location you will be travelling from please visit the Clifford Chance LLP website at https://www.cliffordchance.com/people_and_places/offices/london.html. The webpage hosts a map and if you click on 'view larger map' this will take you to the Google Maps page from which you can obtain directions to the Clifford Chance LLP offices by selecting the 'Directions' symbol and inputting your method of transport and the location you will be travelling from.

The following link also contains information about travelling to Canary Wharf: <https://canarywharf.com/getting-here/> including information on parking, travel disruption, useful contact numbers and a wide choice of methods of transport include travelling by air. A summary of the main methods of transport contained on this link are shown below:

Underground

The Jubilee and Elizabeth Lines provide a good connection to Canary Wharf.

When leaving the Jubilee Line, take the Upper Bank Street Exit and cross the road. The Clifford Chance LLP offices are to the right.

When leaving the Elizabeth Line follow the exit signs for Canada Place – then take the escalators up to street level and walk along Upper Bank Street towards Bank Street. The Clifford Chance LLP offices are on the left-hand side.

Docklands Light Railway (DLR):

The DLR network runs from Bank and Tower Gateway to Stratford, Beckton and Lewisham. Exit the DLR at Heron Quays station, and walk down Bank Street. The Clifford Chance LLP offices are on the corner of Upper Bank Street.

By bus

The following bus services connect to Canary Wharf:

D3 Bethnal Green to Canary Wharf

135 Moorfields to Canary Wharf

D7 Mile End to Canary Wharf

277 Highbury and Islington to Canary Wharf

D8 Stratford to Canary Wharf

By car

The Limehouse Link Tunnel and The Highway provide access to Canary Wharf from the City and the West End. The Blackwall and Rotherhithe Tunnels provide a link to Canary Wharf from across the river in South London. The A13 is a three-lane highway connecting the M25 orbital motorway to Canary Wharf.

Canary Wharf has 6,000 car parking spaces of which 2,500 are provided within public car parks.

Appendix I

Remote access to the AGM

How to follow the meeting remotely

For the 2024 AGM we are pleased to be able to offer a facility for shareholders to follow the AGM remotely. You will need to visit the AGM section of our website at: www.vanquisbankinggroup.com/shareholder-hub/agm-general-meetings using your smartphone, tablet or computer and follow the link to the live audio broadcast, you will then be prompted to enter your unique 11 digit Investor Code (IVC) including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. This will authenticate you as a shareholder.

Your IVC can be found on your share certificate, or Signal Shares users (www.signalshares.com) will find this under 'Manage your account' when logged in to the Signal Shares portal. You can also obtain this by contacting Link, our Registrar, by calling +44 (0) 371 277 1020*.

Access to the AGM will be available from 30 minutes before the start of the event.

Shareholders following the meeting remotely will not be able to vote in real time or submit questions during the meeting. You may ask questions relating to the business to be conducted at the AGM by emailing Shareholder.Questions@vanquisbankinggroup.com and we ask that you do this in advance, and before 5.00pm on 13 May 2024. We will consider all questions received and, if appropriate and relating to the business of the AGM, provide a written response or publish answers on our website.

If you wish to appoint someone to attend the meeting remotely on your behalf, please contact Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a nominee and you wish to attend the meeting remotely, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the meeting remotely. If you are in any doubt about your shareholding, please contact our registrar.

*Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

Appendix II

DIRECTORS STANDING FOR ELECTION AND RE-ELECTION



Sir Peter Estlin

Chairman

Appointed as Chairman: 15 September 2023

Joined the Board: 19 April 2023

Tenure: Less than 1 year

Current external appointments

- Non-Executive Director of Rothschild & Co, NM Rothschild and WAM Co Rothschild
- Chair of FutureDotNow
- Non-Executive Director of the Institute for Apprenticeships and Technical Education (IfATE)
- Trustee at Ironmongers Trust Company
- Chair of Association of Apprentices
- Alderman for City of London Corporation

Committees

- Nomination Committee (Chair)

Career and experience

Peter is a senior finance professional with a 35-year career in banking and finance with PwC, Citigroup and Barclays. Peter was knighted in 2020 for his services to international business, skills and inclusion, he also served as the 691st Lord Mayor of the City of London from 2018 to 2019. In 2013, Peter stood for election as an Alderman for the City of London, a role he still holds today. He qualified as a chartered accountant with Coopers & Lybrand in 1993, where he later became a Partner, before joining Citigroup where he held the role of CFO for the Asia Pacific and, latterly, the Global Corporate and Investment Bank businesses. From 2008 Peter held senior roles at Barclays plc including Group Financial Controller, CFO of the Retail and Business banking division and acting Group CFO.

Contribution to the Board, key strengths and skills and reasons for election:

Peter is a commercially and strategically astute CFO and Non-executive Director who brings both breadth and depth of banking experience, including retail banking and is an experienced Chair.

- A strong leader with significant finance and accounting experience gained in professional services and banking, further complemented by expertise across systems management, financial reporting and accounting, investor relations, treasury management, and mergers and acquisitions.
- Extensive governance experience having served on the boards of commercial companies, government bodies and numerous charitable foundations.
- Wealth of knowledge of the financial markets and experience implementing strategy, including significant corporate transaction work and execution of transformation projects.
- Experienced Non-executive director and Chair.



Ian McLaughlin

Chief Executive Officer

Appointed: 1 August 2023

Tenure: Less than 1 year

Current external appointments

- None

Committees

- Disclosure Committee (Chair)

Career and experience

Ian has extensive banking experience across mortgages, wealth management, savings, insurance and motor finance. From 2019 Ian was the CEO of Bank of Ireland UK Plc. He has served as a non executive director on Bank and Technology Company Boards and from 2012, held senior retail banking roles at Royal Bank of Scotland (now NatWest Group) including developing specialist consumer and commercial financial services propositions. Ian spent his earlier career at Lloyds Banking Group and Zurich Financial Services.

Contribution to the Board, key strengths and skills and reasons for election:

Ian is a highly experienced Chief Executive Officer and Board Director with extensive experience in Banking and Investment Management. He has a strong track record of delivering growth through improving customer service and enhancing distribution volumes and channels. Ian brings:

- A deep knowledge of the financial services industry and regulatory environment.
- Experience in managing complex transformation programs, providing clarity on strategy, purpose and culture, whilst overseeing successful operational delivery.
- Delivering market leading customer propositions that provide excellent customer outcomes.
- Leading brand, product, and proposition development.
- In depth understanding of the UK and European regulatory landscape.
- Non-executive director experience.



Dave Watts
Chief Finance Officer
Appointment date: 1 November 2023
Tenure: Less than 1 year

External appointments

- Non-executive Director of CAF Bank

Committees

- Disclosure Committee

Career and experience

Dave is a highly experienced banking CFO who worked for HSBC for nearly 30 years in a variety of roles at global, regional and business level. He notably established the finance function for the UK ringfence bank of HSBC and was subsequently the UK CFO and an Executive Director of HSBC UK Bank plc from 2017 – 2021. Most recently, Dave served as CFO and Executive Director of HSBC Bank plc, which managed HSBC's business in Europe (ex UK). Between 2015 and 2018, he was the CFO of HSBC Bank plc. Dave's prior roles were outside of personal banking and wealth, including global CFO roles for Commercial Banking, Global Banking, Operations and Technology. Dave qualified as a Chartered Accountant with KPMG and is also a qualified treasurer.

Contribution to the Board, key strengths and skills and reasons for election:

Dave has over 35 years of financial services experience. He has a proven track record of executing strategy while supporting both the business and support functions, delivering on significant challenging multi-year transformations and projects while enhancing engagement with all stakeholders.

- A highly experienced finance leader with extensive banking experience.
- A strong Treasury background with experience in challenging liquidity, funding, and capital matters, in entities with differing regulatory requirements.
- A proven track record of enhancing engagement and relationships with various External Stakeholders, including regulators.
- A strong cost management capability having led numerous cost management and reporting initiatives.
- Non-executive director experience.



Karen Briggs
Independent Non-Executive Director
Appointed: 27 March 2024
Tenure: Less than 1 year

Current external appointments

- Chair of Audit & Risk Committee at Chubb Underwriting Agencies Limited Designate (subject to regulatory approval)
- Chair of Audit & Risk Committee and Independent Council Member of Imperial College London
- Advisory Council Member for Elevate City, a women's leadership network
- Non-executive Director & Trustee of the Invictus Games Foundation Board

Committees

- Audit Committee
- Remuneration Committee
- Nomination Committee

Career and experience

Karen is a qualified accountant with over 30 years' experience and has held several senior leadership roles at KPMG UK, including as Financial Services Partner, Head of Risk Consulting and Head of Tax, Pensions and Legal Services as well as an Executive Board member. As a Board member for K Capital, KPMG's global technology investment fund and Head of Technology Solutions, she led the development and management of AI, cyber, data and other solutions. Between 2020 and 2022, she led the Forensic & Litigation Consulting and Technology practices of FTI Consulting, an S&P global advisory firm, in EMEA and focused on strategic leadership to drive transformational growth. Karen has also been a senior banking regulator and worked on the highest profile banking and financial services enquiries globally. In 2022, Karen joined the Invictus Games Foundation Board as a Non-executive Director & Trustee and in 2023 became an Independent Council member of Imperial College London and in 2024 became a Non-executive Director of Chubb Underwriting Agencies Limited Designate (subject to regulatory approval).

Contribution to the Board, key strengths and skills and reasons for election:

Focused on banking and financial services throughout her career, Karen also has experience as a senior banking regulator. She brings extensive financial risk management experience and a track record in strategic leadership roles.

- Extensive experience of working with Audit Committees, significant finance expertise and familiarity with accounting and assurance.
- Strong experience in the oversight of financial risk management, including regulatory, market and credit risk.
- Brings extensive experience of designing, implementing and overseeing large-scale remediation programmes across a variety of sectors covering risk, assurance, compliance, conduct, regulation, and data and technology.
- A highly experienced leader with experience leading complex global regulatory, forensic and financial crime assignments for financial institutions, other regulated entities and regulators.
- Strong executive leadership experience covering strategy, transformation, growth and efficiency, remuneration and Equity, Diversity and Inclusion.
- Non-executive director experience.



Michele Greene
Independent Non-Executive Director
Appointed: 9 March 2023
Tenure: 1 year

Current external appointments

- Executive Director and co-founder of Mololo Limited
- Non-Executive Director of Bank of Ireland Group plc
- Non-Executive Director with J&E Davy Unlimited
- Non-Executive Director of East End Fair Finance Limited

Committees

- Risk Committee
- Nomination Committee

Career and experience

Michele is a highly experienced finance professional at executive and Board level. She has held senior roles at Virgin Money and MBNA Europe Bank and, prior to that, she worked across various finance functions at Goldman Sachs, Credit Lyonnais and KPMG Dublin. At Virgin Money, Michele was Director of Strategic Development, where she was responsible for establishing a credit card business on a newly built IT platform and was subsequently appointed as the Managing Director of the Virgin Money Digital Bank. Prior to that she was the Chief Financial Officer of MBNA Europe Bank between 2005 and 2013. In 2018 Michele co-founded Mololo Limited, a boutique advisory company specialising in helping companies in the payments and unsecured lending space.

Contribution to the Board, key strengths and skills and reasons for election:

Michele has over 25 years' experience of financial services and retail banking, particularly in the areas of payments and digital innovation. Michele has built significant experience in the development and growth of successful banking businesses.

- Extensive experience of financial services and retail banking, particularly in the areas of payments and digital innovation.
- Chartered Accountant and experienced business executive and finance professional with a strong track record as a CFO and MD.
- Deep knowledge within the consumer credit, card payments and digital banking sector.
- Proven ability to build effective working relationships with key stakeholders, including regulators, investors and analysts.
- Non-executive director and chair experience.



Paul Hewitt
Independent Non-Executive Director
Appointed: 31 July 2018
Tenure: 5 years

Current external appointments

- Non-Executive Director of Trust Alliance Group Limited
- Non-Executive Director of ICNH Limited (trading as DrDoctor)
- Non-Executive Director of Optalitix Limited
- Non-Executive Director of Previsico Limited

Committees

- Audit Committee (Chair)
- Risk Committee
- Nomination Committee

Career and experience

Paul is an experienced chief financial officer, chairman, non-executive director and audit committee chair who operates in a number of different sectors. Paul's past non-executive director roles include chairing the audit committees of Tokio Marine, Kiln, NEST Corporation, Tesco Bank, Collins Stewart Hawkpoint and Charles Taylor Plc. He began his executive career in finance, working for over 20 years as a finance director of various companies, culminating in becoming Deputy Group Chief Executive and CFO of the Co-operative Group between 2003 and 2007.

Contribution to the Board, key strengths and skills and reasons for re-election:

Paul's varied and wide-ranging career is built on a successful career in finance. He has a track record of creating and realising value for shareholders and has worked across a number of sectors including financial services, technology, healthcare, retail and business services. Through his non-executive roles he has helped several management teams adapt their business models to respond to, and anticipate, changes in their competitive and regulatory environments. In both his executive and non-executive career he has had extensive experience of transactions and ensuring that businesses have an appropriate financial structure.

- Experienced non-executive director, chairman and chief financial officer.
- Broad experience of the financial services industry and the regulatory environment.
- Strong track record in delivering good returns for shareholders.
- Extensive experience of transactions.
- Broad experience as both an executive and a non-executive of developing and challenging business strategies.
- Has helped several management teams adapt business models in anticipation of changes in their environments and markets.



Angela Knight
Senior Independent Non-Executive Director

Appointed: 31 July 2018
Tenure: 5 years

Current external appointments

- Non-Executive Director at Arbutnot Latham & Co.
- Non-Executive Director at Encore Capital Group, Inc.
- Chair at Pool Reinsurance Company Limited

Committees

- Risk Committee (Chair)
- Nomination Committee
- Audit Committee



Oliver Laird
Independent Non-Executive Director
Appointed: 27 March 2024
Tenure: Less than 1 year

Current external appointments

- Chair of Audit Committee and Board Member of Beverly Building Society

Committees

- Audit Committee
- Remuneration Committee
- Nomination Committee

Career and experience

Angela has extensive experience in both the public and private sectors. Prior to joining the Board, Angela was CEO at Energy UK, the British Bankers Association (BBA, now the UK Finance) and APCIMS (now Personal Investment Management and Financial Advice Association). She was previously a Member of Parliament and Treasury Minister between 1992 and 1997 and was the Chairman of the Office of Tax Simplification from December 2015 to March 2019. Previously Angela was also a Non-Executive Director at Taylor Wimpey plc and Senior Independent Director at TP ICAP plc.

Contribution to the Board, key strengths and skills and reasons for re-election:

Her experience in the public sector means Angela has a strong understanding of the expectations of regulators and other public stakeholders. This combination means she is a skilled director who knows how to manage organisations and how to challenge management to deliver. Angela's thought leadership, technical and policy skills, as well as a deep understanding of the financial sector, are demonstrated through her leadership of the repositioning of Energy UK in the energy sector and of the BBA through the banking crisis.

- Experienced Government Minister, CEO, chair and non-executive director.
- Wealth of knowledge of the financial services sector.
- Deep knowledge of regulated industries.
- Adept at solving difficult problems with effective solutions.
- Understanding of public presentation, in particular as a proficient public speaker.

Career and experience

Oliver is a highly experienced Chief Finance Officer (CFO) and non-executive director. He has extensive finance and regulatory experience in financial services and banking, manufacturing and consultancy having been CFO at Lookers plc, CFO of First Direct Bank, Director Central Finance at Lloyds Banking Group and Finance Director of Co-Op Insurance Services. Oliver was also CFO at CPP Group plc, a multi-national financial services business, from 2017 to 2021. He has a track record of delivering strategic change and operational improvements, cost saving programmes and enhancements to financial controls. To date he has held non-executive director roles with a social housing provider, the British Council, Leeds University Union and also Beverly Building Society, where he is Audit Committee Chair.

Contribution to the Board, key strengths and skills and reasons for election:

Oliver is financially literate, with experience regarding the integrity of internal controls and financial reporting and in determining how risk is evaluated, calibrated, and managed. He has an engaging leadership style, is an effective communicator and is objective and independently minded. He is intellectually flexible and able to think laterally and beyond his area of expertise.

- A highly experienced finance leader with extensive banking experience.
- Extensive regulatory experience.
- A strong CFO background with experience in financial analysis and planning, statutory regulatory reporting, investment and capital structure decisions, and group tax and treasury management.
- A commercially focused executive with a proven track record of building business and delivering strategic change and improvements that drive uplifts in profits increase shareholder value and improve the control environment.
- Non-executive director and Committee Chair experience.



Graham Lindsay
Independent Non-Executive Director
Appointed: 1 April 2019
Tenure: 4 years

Current external appointments

- Senior Independent Director at OneFamily
- Chair of the Remuneration Committee and the Pension Trustee Board.
- Emeritus Trustee of The Brain Tumour Charity

Committees

- Remuneration Committee (Chair)
- Nomination Committee



Jackie Noakes
Independent Non-Executive Director
Appointed: 27 March 2024
Tenure: Less than 1 year

Current external appointments

- Chief Operating Officer of Pheonix Group

Committees

- Risk Committee
- Nomination Committee

Career and experience

Graham has held a number of senior executive roles, including responsibility for the Lloyds branch network and as Corporate Responsibility Director. Graham joined the Wonga UK board in 2016 as part of the new leadership team engaged to improve the business and deliver change. Graham sat on the board of the Institute of Banking & Financial Services and on the Professional Standards Board. He is Senior Independent Director at One Family, a mutual life assurance business.

Contribution to the Board, key strengths and skills and reasons for re-election:

Graham brings to the Board extensive experience in commercial and retail banking following a 40-year career at Lloyds Banking Group and a deep understanding across all distribution channels. Graham has had demonstrable success in focusing organisations on their customers, ensuring they are at the heart of decision making and product design. Graham also has a strong appreciation of the Group's regulatory environment.

- Extensive customer knowledge, strong customer focus and a track record of enabling and overseeing businesses to ensure that they put the customer at the heart of what they do.
- Significant stakeholder engagement experience

Career and experience

Jackie is a senior director with extensive experience in large scale financial services and banking businesses, having performed roles as CEO, Chief Operating Officer, and Chief Information Officer. Jackie has non-executive experience in Mutuals and listed businesses. In September 2018 she joined the Bank of Ireland (BOI) as Group Chief Operating Officer and played a key role in delivering the bank-wide IT transformation programme. This included enhancements to BOI's information security management and cyber risk protection measures, implementation of strategic solutions for payments and cards, as well as achieving the significant milestone of launching a new digital mobile channel, enabling over 75 percent of all product applications to be fulfilled digitally. Between 2018 and 2022 Jackie held the role of non-executive director of BOI (UK) Plc. Jackie also held a number of senior roles at Legal & General (L&G) including as chief executive of L&G's mature savings business and other roles include managing director Savings, group IT and shared services director. In 2016 and 2017 Jackie was an Industry Member of the Financial Advice Market Review (FAMR) industry expert panel and subsequently led the FAMR working group response covering Employer Best Practice. Between 2020 and 2022, Jackie was a non-executive director at One family.

Contribution to the Board, key strengths and skills and reasons for election:

With a strong focus on execution, Jackie works at executive level to lead, shape and deliver strategic business change, undertaking the management of acquisitions and divestments as well as designing and implementing enterprise-wide transformation programmes. Jackie forms constructive and collaborative relationship with colleagues and regulators in a rapidly changing internal and external environment.

- Customer focused, leveraging data and insights to drive continuously improved customer journeys and experience.
- Strong skills and experience across payments, technology, operations, information security and strategic data transformation.
- Extensive experience in the financial services and banking sector and a strong track record of delivering business transformation programmes, with particular expertise leading and implementing technology transformation.
- Non-executive director experience.

