

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and what action you should take, you are recommended to seek your own personal financial advice immediately from your independent financial adviser, stockbroker, bank manager, solicitor or accountant who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all your Ordinary Shares, please forward this document to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee. However, this document should not be forwarded or transmitted in or into the United States, Canada, Japan, Australia or South Africa or any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, you should retain this document and should contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

The Directors (whose names appear on page 5 of this document) accept responsibility, both individually and collectively, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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## **PREMIER ASSET MANAGEMENT GROUP PLC**

*(Incorporated and registered in England and Wales with registered number 06306664)*

### **NOTICE OF EXTRAORDINARY GENERAL MEETING IN RELATION TO PROPOSED CHANGE OF NAME**

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A notice ("**Notice**") convening an Extraordinary General Meeting of the Company to be held at Eastgate Court, High Street, Guildford, Surrey GU1 3DE at 09:30 a.m. on 13 November 2019 is set out at the end of this document. To be valid, proxy votes should be completed in accordance with the instructions set out in the notes to the Notice of Extraordinary General Meeting as soon as possible and in any event no later than 09:30 a.m. on 11 November 2019.

Completion and return of a form of proxy, electronic filing or CREST Proxy Instruction will not preclude you from attending and voting in person at the Extraordinary General Meeting should you wish to do so.

In accordance with the AIM Rules, a copy of this document is also available on Premier's website, [www.premierfunds.co.uk/corporate](http://www.premierfunds.co.uk/corporate). Neither the content of Premier's website nor any website accessible by hyperlink from Premier's website is incorporated in or forms part of this document.

# DEFINITIONS

The following words and expression shall have the following meanings, unless the context otherwise requires:

<b>Board</b>	the board of directors of Premier;
<b>Business Day</b>	a day, other than a Saturday, Sunday, public holiday or bank holiday, on which banks are generally open for normal business in the City of London;
<b>Companies Act or the Act</b>	the United Kingdom Companies Act 2006, as amended from time to time;
<b>Court</b>	the High Court of Justice, Business and Property Courts of England and Wales, Companies Court;
<b>Court Order</b>	the order of the Court sanctioning the Scheme under Part 26 of the Companies Act;
<b>CREST</b>	the relevant system (as defined in the Regulations) in respect of which Euroclear is the Operator (as defined in the Regulations);
<b>CREST Manual</b>	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms);
<b>CREST Proxy Instruction</b>	has the meaning given to it in paragraph 11 of the notes accompanying the Notice;
<b>Directors</b>	the directors of Premier, whose names appear on page 5 of this document;
<b>Effective</b>	in the context of the Merger: <ul style="list-style-type: none"><li>(a) the Scheme having become effective pursuant to its terms, upon the delivery of the Court Order to the Registrar of Companies; or</li><li>(b) if the Merger is implemented by way of an Offer, such Offer having been declared and become unconditional in all respects in accordance with the requirements of the Code;</li></ul>
<b>Euroclear</b>	Euroclear UK & Ireland Limited;

<b>Extraordinary General Meeting or EGM</b>	the general meeting (or any adjournment, postponement or reconvention thereof) of Ordinary Shareholders to be convened pursuant to the Notice;
<b>FCA</b>	the UK Financial Conduct Authority or its successor from time to time;
<b>Latest Practicable Date</b>	25 October 2019, being the latest practicable date prior to the publication of this document;
<b>London Stock Exchange</b>	London Stock Exchange PLC;
<b>Merger</b>	the proposed merger by acquisition of the entire issued and to be issued ordinary share capital of Miton by Premier, to be effected by the Scheme as described in the Scheme Document (or by the Offer under certain circumstances described in the Scheme Document);
<b>Miton</b>	Miton Group PLC, incorporated in England and Wales with registered number 05160210;
<b>Miton Group</b>	Miton and its subsidiaries and subsidiary undertakings from time to time;
<b>Miton Share(s)</b>	ordinary share(s) of 0.1 pence each in the capital of Miton;
<b>Miton Shareholders</b>	the registered holders of Miton Shares from time to time;
<b>New Share(s)</b>	new ordinary share(s) of £0.0002 each in the capital of Premier;
<b>Offer</b>	should the Merger be implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act 2006, the recommended offer to be made by or on behalf of Premier to acquire the entire issued and to be issued ordinary share capital of Miton and, where the context admits, any subsequent revision, variation, extension or renewal of such offer;
<b>Ordinary Share</b>	existing ordinary share(s) of £0.0002 each in the capital of Premier;
<b>Premier or the Company</b>	Premier Asset Management Group PLC, incorporated in England and Wales with registered number 06306664;
<b>Premier Group</b>	Premier and its subsidiaries and subsidiary undertakings;
<b>Registrars or Link</b>	Link Asset Services Limited, the registrars of Premier;
<b>Registrar of Companies</b>	the Registrar of Companies in England and Wales;

<b>Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
<b>Resolution</b>	the special resolution to be proposed by Premier at the Extraordinary General Meeting to authorise the Board to change the Company name to Premier Miton Group plc;
<b>Scheme</b>	the proposed scheme of arrangement under Part 26 of the Companies Act between Miton and the Miton Shareholders (the full terms of which are set out in the Scheme Document), with or subject to any modification, addition or condition which Premier and Miton may agree, and if required, the Court may approve or impose;
<b>Scheme Document</b>	the circular sent by Miton to Miton Shareholders on 17 September 2019 in connection with the Merger;
<b>Shareholders</b>	the registered holders of Ordinary Shares from time to time;
<b>United Kingdom or UK</b>	the United Kingdom of Great Britain and Northern Ireland; and
<b>United States or US</b>	the United States of America, its territories and possessions, any State of the United States of America and the District of Columbia.

In this document:

- (a) all times referred to are to London time unless otherwise stated;
- (b) references to the singular include the plural and vice versa, unless the context otherwise requires;
- (c) "subsidiary", "subsidiary undertaking" and "undertaking" have the meanings given by the Companies Act and "associated undertaking" has the meaning given to it by paragraph 19 of Schedule 6 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, other than paragraph 1(b) thereof which shall be excluded for this purpose; and
- (d) all references to statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.

# LETTER FROM THE CHAIRMAN OF PREMIER ASSET MANAGEMENT GROUP PLC

*(Incorporated and registered in England and Wales, registered number 06306664)*

*Directors:*

Michael Andrew Vogel *(Non-Executive Chairman)*  
Michael Patrick O'Shea *(Chief Executive Officer)*  
Neil Macpherson *(Finance Director)*  
Robert Charles Lumsden Colthorpe *(Non-Executive Director)*  
William Longden Smith *(Non-Executive Director)*  
Luke Anton Wiseman *(Non-Executive Director)*

*Registered Office:*

Eastgate Court  
High Street  
Guildford  
Surrey  
GU1 3DE

28 October 2019

*To Shareholders*

Dear Shareholders

## PROPOSED CHANGE OF NAME

### NOTICE OF EXTRAORDINARY GENERAL MEETING

#### 1 INTRODUCTION

Further to our most recent EGM held on 9 October 2019 in connection with the recommended all-share merger of Premier and Miton, by way of the Scheme and following the approval of the Scheme by the Miton Shareholders at the Miton General Meeting on 9 October 2019, the Directors are delighted to report the receipt of regulatory consent from the FCA on 23 October 2019. In order for the Scheme to become Effective, it now requires the sanction of the Court. Once the Court has sanctioned the Scheme, all of the conditions to the Merger (as set out in the Scheme Document) will have been satisfied and the Scheme will become Effective.

Conditional upon the Scheme becoming Effective, it is now therefore proposed that the Company name be changed from Premier Asset Management Group PLC to Premier Miton Group plc. Such name change, which was described in the Scheme Document, would occur immediately following

the Scheme becoming Effective and immediately prior to the New Shares being admitted to trading on AIM.

## **2 EXTRAORDINARY GENERAL MEETING**

Accordingly, a notice is set out at the end of this document convening the Extraordinary General Meeting to be held at 09:30 a.m. on 13 November 2019. At the EGM, the Resolution will be proposed as a special resolution to authorise the Directors, subject to and conditional upon the Scheme becoming Effective, to change the Company name from Premier Asset Management Group PLC to Premier Miton Group plc.

## **3 ACTION TO BE TAKEN**

We would ask for Shareholders to support the Resolution by attending the EGM in person, or in the alternative by submitting a proxy vote. Proxy votes should be completed in accordance with the instructions set out in the notes to the Notice of Extraordinary General Meeting as soon as possible and in any event not later than 09:30 a.m. on 11 November 2019. The completion and return of a form of proxy, electronic filing or CREST Proxy Instruction will not preclude you from attending and voting in person at the EGM or any adjournment thereof, if you so wish and are so entitled. If the proxy vote is not completed by 09:30 am on 11 November 2019, your proxy vote will not count.

## **4 FURTHER INFORMATION**

Copies of the key documents relating to the Scheme are available via the Premier website [www.premierfunds.co.uk/corporate](http://www.premierfunds.co.uk/corporate)

## **5 RECOMMENDATION**

Your Directors believe the change of the Company name to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution as they intend to do in respect of all their own beneficial holdings of Ordinary Shares amounting, in aggregate, to 7,280,265 Ordinary Shares, representing approximately 6.88 per cent. of the Company's existing issued share capital at the date of this document.

Yours faithfully

**Mike Vogel**

*Non-Executive Chairman*

# **PREMIER ASSET MANAGEMENT GROUP PLC**

## **(“COMPANY”)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extraordinary General Meeting of Premier Asset Management Group PLC will be held at 09:30 a.m. on 13 November 2019 at Eastgate Court, High Street, Guildford, Surrey GU1 3DE for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

#### **SPECIAL RESOLUTION**

THAT, subject to and conditional upon the Scheme becoming “Effective” in accordance with the terms of the Scheme Document, the registered name of the Company be changed to Premier Miton Group plc.

#### Notes:

- 1 Terms defined in the document of which this Notice forms part have the same meaning when used in the Notice including these notes.
- 2 To be entitled to attend and vote at the EGM (and for the purpose of the determination by the Company of the number of votes they may cast) Shareholders must be registered in the Register of Members of the Company at close of trading on 11 November 2019. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the EGM.
- 3 Shareholders, or their proxies, intending to attend the EGM in person are requested, if possible, to arrive at the EGM venue at least 20 minutes prior to the commencement of the meeting at 09:30 a.m. (UK time) on 13 November 2019 so that their shareholding may be checked against the Company’s Register of Members and attendances recorded.
- 4 Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the EGM. A Shareholder may appoint more than one proxy in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that Shareholder. A proxy need not be a shareholder of the Company.
- 5 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).
- 6 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 EGM.
- 7 You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;

- by requesting a hard copy form of proxy directly from our Registrar, Link Asset Services (previously called Capita), on 0371 664 0300 if calling from the UK, or +44 (0) 371 664 0300 if calling from outside of the UK, or email Link Asset Services at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk); or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent BR3 4ZF by 09:30 a.m. on 11 November 2019.

If you need any help with voting online, please contact our Registrars on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email Link Asset Services at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk).

- 8 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.
- 9 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.
- 10 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the EGM (and any adjournment of the EGM) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). 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 by means of CREST to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 09:30 a.m. on 11 November 2019. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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 does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system provider(s) are referred, in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Regulations.
- 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.
- 14 As at the Latest Practicable Date (being the latest practicable Business Day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 105,801,310 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at the Latest Practicable Date are 105,801,310.
- 15 Any Shareholder attending the EGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the EGM but no such answer need to be given if: (a) to do so would interfere unduly with the preparation for the EGM 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 EGM that the question be answered.
- 16 You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.premierfunds.co.uk/corporate](http://www.premierfunds.co.uk/corporate)



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO ANY RESTRICTED JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

29 October 2019

**Premier Asset Management Group PLC**

**(“Premier” or the “Company”)**

**Notice of Extraordinary General Meeting  
in relation to Proposed Change of Name**

Premier Asset Management Group PLC (AIM: PAM) announces that further to its most recent Extraordinary General Meeting (“EGM”) held in connection with the recommended all-share merger of Premier and Miton on 9 October 2019, and receipt of regulatory consent from the FCA on 23 October 2019, the Scheme now only requires the sanction of the Court to become Effective.

Conditional upon the Scheme becoming Effective, it is therefore proposed that the Company name be changed from Premier Asset Management Group PLC to Premier Miton Group plc. Such name change, which was described in the Scheme Document, would occur immediately following the Scheme becoming Effective and immediately prior to the New Shares being admitted to trading on AIM.

The Directors therefore announce that an EGM in relation to the proposed change of name is to be held at 9:30 a.m. on 13 November 2019, at Premier’s registered office at Eastgate Court, High Street, Guildford, Surrey GU1 3DE. An explanatory circular and a letter of Notice of Availability have been posted (in the case of shareholders of Premier who have elected to receive their communications by post) or emailed (in respect of shareholders of Premier who have elected to receive their communications electronically) to shareholders of Premier (the “Shareholder Circular”). A copy of the Shareholder Circular is also available from the website of Premier at [www.premierfunds.co.uk/corporate](http://www.premierfunds.co.uk/corporate).

Unless otherwise defined, all capitalised terms in this announcement shall have the meaning given to them in the Shareholder Circular.

**Enquiries:**

**Premier Asset Management Group PLC**

Tel: 01483 306090  
Neil Macpherson

**Fenchurch  
(Lead Financial Adviser to Premier)**

Tel: 020 7382 222  
Vincent Bounie  
Philip Evans

**Numis Securities Limited**  
**(Financial Adviser, Nominated Adviser and**  
**Joint Corporate Broker)**

Tel: 020 7260 1000  
Kevin Cruickshank  
Charles Farquhar

**Smithfield Consultants**  
**(Financial PR)**

Tel: 020 3047 2544  
John Kiely  
Andrew Wilde

#### **Note to editors**

#### **About Premier**

Premier is a UK retail asset management group with a focus on delivering good investment outcomes for investors through relevant products and active management across its range of investment strategies, which include multi-asset, equity and absolute return funds. Premier had £6.6 billion of assets under management as at 30 September 2019.

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