

Notice of Annual General Meeting

PraxisIFM Group Limited

(a company incorporated in Guernsey with registration number 30367)

Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR
Tel: +44 (0) 1481 737600 Fax: +44 (0) 1481 749829

NOTICE IS HEREBY GIVEN that the 26th Annual General Meeting of PraxisIFM Group Limited (the "**Company**") will be held at The Old Government House Hotel & Spa, St Ann's Place, St Peter Port, Guernsey, GY1 2NU on 6 June 2023 at 09:30 to consider and, if thought fit, pass the following resolutions, all of which will be proposed as ordinary resolutions, with the exception of one special resolution.

The directors' report and audited consolidated financial statements for the year ended 31 December 2022 (the "**Financial Statements** ") are published on the Company's website on <http://www.praxisifm.com/investor-relations/reports-and-downloads>

ORDINARY BUSINESS:

ORDINARY RESOLUTIONS

1. TO receive the Financial Statements for the year ended 31 December 2022.
2. THAT Robert Fearis be re-elected as a director of the Company.
3. TO authorise the Board to determine the remuneration of the directors for the year ended 31 December 2024 pursuant to Article 21.1 of the Company's Articles of Incorporation (the "Articles").
4. THAT BDO Limited, who have indicated their willingness to continue in office, be re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.
5. THAT the directors be authorised to determine the remuneration of the auditors for their next period of office.
6. THAT the Company is authorised, pursuant to Article 2.2 of the Articles and in accordance with section 315 of the Companies (Guernsey) Law, 2008, as amended (the "Law") to make market acquisitions (as defined in section 316 of the Law) of Ordinary Shares provided that:
 - a) the maximum cumulative number of Ordinary Shares hereby authorised to be purchased in the period of the authority being granted shall not exceed 3% of the Ordinary Shares in issue;
 - b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be 1p;
 - c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from The International Stock Exchange for the five business days immediately preceding the date on which the Ordinary Share is purchased); and (ii) the price of the last independent trade of an Ordinary Share; and
 - d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire 15 months from the date of this resolution, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares under such authority and may make a purchase of Ordinary Shares pursuant to any such contract after such expiry.

SPECIAL BUSINESS:

SPECIAL RESOLUTION:

7. THAT the name of the Company change from PraxisIFM Group Limited to Praxis Group Limited.

BY ORDER OF THE BOARD

Chairman

22 May 2023

Sarnia House
Le Truchot
St Peter Port
Guernsey

NOTES:**Resolutions 2– Re-election of Directors**

The Group continues to have a rolling programme with various Directors standing for re-election at each AGM. Robert Fearis will stand for re-election this year.

Resolution 6 – Acquisition of Ordinary Shares

The Company is requesting authority, as described in the resolution, to be authorised to make market acquisitions of Ordinary Shares in cases where either the Company is required to make the purchase as part of a contractual obligation, or where doing so is economically beneficial for the Company and its shareholders.

Resolution 7 - Name Change

Following the recent rebranding exercise, it is being proposed to change the name of the Company to Praxis Group Limited.

Note from the Board:

Shareholders are requested to submit their votes in respect of all of the resolutions proposed in this Notice of AGM. It is the recommendation of the Board that shareholders vote in favour of each resolution on the basis that the Board considers their passing to be in the best interests of the shareholders as a whole.

Each of the directors is also a shareholder of the Company, and each intends to vote in favour of all resolutions (other than the resolution in respect of his or her own re-election, if applicable) proposed in this Notice of AGM.

If shareholders are not able to attend the Annual General Meeting, they are asked to submit any questions on the business to be dealt with at the Annual General Meeting to the Company Secretary at groupcosec@praxisgroup.com in advance of the Annual General Meeting. The Company Secretary will then endeavour to respond to relevant shareholder queries.

Shareholders who are not able to attend the Annual General Meeting in Guernsey can join via Microsoft Teams. If you intend to join by video conference please email the Company Secretary at groupcosec@praxisgroup.com and the details will be provided.

Proxies

1. A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the annual general meeting of the Company ("**AGM**"). A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be a shareholder of the Company.

2. Shareholders will find enclosed a form of proxy for use in connection with the AGM (and any adjournment). The form of proxy should be completed in accordance with the instructions. To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority) must be deposited at the offices of the Company at Sarnia House, Le Truchot, St Peter Port, Guernsey, GY1 1GR or at the email address: groupcosec@praxisgroup.com by 09:30 on 2 June 2023. Where a form of proxy is given by email the power of attorney or other authority, if any, under which it is executed or a notarially certified copy of such power or authority must be deposited at the offices of the Company at the above address by the appointed time. A space has been included in the form of proxy to allow shareholders to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should photocopy the form of proxy provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of ordinary shares in the Company in respect of which the proxy is appointed. All forms of proxy should be returned together in the same envelope.

In the case of joint holders, any one holder may vote. If more than one holder is present at the meeting, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register of shareholders of the Company.

3. To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman.

Corporate representatives

4. A corporate shareholder may by resolution of its board or other governing body, authorise such person or persons as it thinks fit to act as its representative at the AGM. Where a person is authorised to represent a corporate shareholder, he may be required to produce a certified copy of the resolution from which he derives his authority.

Right to attend and vote

5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of shareholders of the Company at 09:30 on 2 June 2023 or, in the event of any adjournment 48 hours before the time of the adjourned meeting. Changes to entries on the register of shareholders after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Financial Statements

6. The Financial Statements have been published on the Company's website: <http://www.praxisifm.com/investor-relations/reports-and-downloads>

Form of Proxy

PraxisIFM Group Limited

(a company incorporated in Guernsey with registration number 30367)

Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR
Tel: +44 (0) 1481 737600 Fax: +44 (0) 1481 749829

ANNUAL GENERAL MEETING

on 6 June 2023 at 09:30

I/We (full name)

being a shareholder of PraxisIFM Group Limited (the "**Company**"), do hereby appoint the Chairman of the Annual General Meeting ("**AGM**"), or

.....

.....

(name and address of proxy in block capitals)

as my/our proxy to attend, speak and on a poll, vote for me/us and on my/our behalf at the AGM of the Company to be held at The Old Government House Hotel & Spa, St Ann's Place, St Peter Port, Guernsey, GY1 2NU on 6 June 2023 at 09:30 or any adjournment thereof.

The proxy is to vote in respect of:

all of my Ordinary Shares / the number of Ordinary Shares specified below (*delete as appropriate)

..... Ordinary Shares

as follows:

	FOR	AGAINST	VOTE WITHHELD
ORDINARY BUSINESS:			
Ordinary Resolutions			
1. To receive the Directors' Report and Audited Consolidated Financial Statements for year ending 31 December 2022.			
2. THAT Mr Robert Fearis be re-elected as a director of the Company.			
3. To authorise the Board to determine the remuneration of the directors for the year ended 31 December 2024 pursuant to Article 21.1 of the Company's Articles of Incorporation.			
4. THAT, BDO Limited who have indicated their willingness to continue in office, be re-appointed as auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company.			
5. THAT the Directors be authorised to determine the remuneration of the auditors for their next period of office.			

<p>6. THAT the Company is authorised, pursuant to Article 2.2 of the Articles and in accordance with section 315 of the Companies (Guernsey) Law, 2008, as amended (the "Law") to make market acquisitions (as defined in section 316 of the Law) of Ordinary Shares provided that:</p> <p>a) the maximum cumulative number of Ordinary Shares hereby authorised to be purchased in the period of the authority being granted shall not exceed 3% of the Ordinary Shares in issue;</p> <p>b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be 1p;</p> <p>c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from The International Stock Exchange for the five business days immediately preceding the date on which the Ordinary Share is purchased); and (ii) the price of the last independent trade of an Ordinary Share; and</p> <p>d) unless previously varied, revoked or renewed, the authority hereby conferred shall expire 15 months from the date of this resolution, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares under such authority and may make a purchase of Ordinary Shares pursuant to any such contract after such expiry.</p>			
SPECIAL BUSINESS:			
Special Resolution			
<p>7. THAT the name of the Company change from PraxisIFM Group Limited to Praxis Group Limited.</p>			

***please complete either "For", "Against" or "Vote withheld" for each resolution by marking "X" in the relevant box. If no indication is given, your proxy will have discretion to vote for or against or to abstain (including on any other matter which may properly come before the AGM) as he/she thinks fit.**

If by an individual:

Signed by:.....

Dated:.....2023

If for and on behalf of a corporation:

Signed by:.....

For and on behalf

of:

Position:

Dated:.....2023