

Notice of Annual General Meeting

HARWOOD WEALTH MANAGEMENT GROUP PLC

(Incorporated in England and Wales with registered number: 4987966)

Notice is hereby given that the Annual General Meeting of Harwood Wealth Management Group plc (the **Company**) will be held at the offices of Harwood Capital LLP at 6 Stratton Street, London W1J 8LD on 18 April 2018 at 3.00 p.m. for the purposes of considering the following business. Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions and resolution 10 will be proposed as a special resolution:

Ordinary business

1. To receive the financial statements of the Company together with the reports of the directors and auditor thereon for the financial year ended 31 October 2017.
2. To re-elect Neil Dunkley as a director of the Company retiring by rotation.
3. To re-elect Mark Howard as a director of the Company retiring by rotation.
4. To re-elect Alan Durrant as a director of the Company retiring by rotation.
5. To re-elect Peter Mann as a director of the Company retiring by rotation.
6. To re-appoint RSM UK Audit LLP as auditor of the Company.
7. To authorise the directors to determine the auditor's remuneration.
8. To declare a final dividend of 2.24 pence per ordinary share in respect of the year ended 31 October 2017 to be paid on 11 May 2018 to the holders of ordinary shares on the register of members at the close of business on 27 April 2018.
9. To resolve that in substitution for any existing authority, but without prejudice to the allotment of any equity securities already made pursuant thereto, the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the **Act**) to exercise all the powers of the Company to allot (or to grant rights to subscribe for or to convert any security into) relevant securities (within the meaning of the Act) up to an aggregate nominal amount of £52,119, representing approximately one third of the nominal value of the current issued ordinary share capital of the Company. Unless previously renewed, extended, revoked or varied by the Company in general meeting, this authority shall expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company except that the Company may, at any time before the expiry of this authority, make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Special business

10. Subject to and conditional on the passing of resolution 9 above, to generally empower the directors pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560(1) of the Act) which are the subject of the authority conferred by that resolution as if section 561(1) of the Act did not apply to any such allotment provided that this authority shall be limited to:
 - (a) the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements, record dates and/or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
 - (b) the allotment for cash, otherwise than pursuant to paragraph (a), of equity securities up to an aggregate nominal amount of £15,635, being approximately ten per cent of the issued ordinary share capital of the Company at the date hereof,

provided that in each case this power shall, unless previously renewed, extended, revoked or varied by the Company in general meeting, expire 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company except that the Company may at any time before the expiry of this authority make any offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Explanatory notes to the resolutions

By order of the Board

Matt Hills

Company Secretary
6 March 2018

Registered Office

5 Lancer House
Hussar Court
Westside View
Waterlooville
Hampshire PO7 7SE

This document is important and requires your immediate attention.

If you are in any doubt about the contents of this notice and/or the action you should take, you should immediately consult your stockbroker, bank, solicitor, accountant, fund manager or other appropriate independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, another appropriately authorised independent financial adviser in your own jurisdiction.

If you have sold or otherwise transferred all of your ordinary shares in Harwood Wealth Management Group plc, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, for onward transmission to the purchaser or transferee.

Directors' recommendation

The directors consider the passing of the resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its shareholders as a whole and most likely to promote the success of the Company for the benefit of those shareholders. Accordingly, the directors unanimously recommend that you vote in favour of those resolutions as they intend to do in respect of their own beneficial holdings of 41,618,012 ordinary shares representing, in aggregate, approximately 66% of the Company's issued share capital as at [X] March 2018.

Explanatory notes to the resolutions

Resolution 1

The directors are required to lay the Company's annual accounts and reports before the Company in general meeting. The annual accounts and reports are contained within the Company's Annual Report 2017.

Resolutions 2, 3, 4 and 5

The articles of association of the Company require any director who held office at the time of the two preceding Annual General Meetings and who did not retire at either of them to retire from office and to offer himself for re-appointment by members at the next such meeting. Neil Dunkley and Mark Howard were each appointed as directors of the Company on 27 January 2004. Alan Durrant was appointed as a director on 16 March 2014 and Peter Mann was appointed as a director on 1 September 2015. (Biographical details of Messrs Dunkley, Howard, Durrant and Mann can be found in the Company's Annual Report 2017.)

Resolution 6

The Company is required to appoint its auditor at each general meeting at which its annual accounts and reports are presented to shareholders.

This resolution seeks the re-appointment of the Company's existing auditor RSM UK Audit LLP.

Resolution 7

In accordance with normal practice, this resolution seeks to authorise the directors, acting via the Audit Committee, to agree the remuneration of the auditor of the Company.

Resolution 8

This resolution seeks to provide the directors with the authority necessary to permit the payment of a final dividend of 2.24 pence per ordinary share in respect of the year ended 31 October 2017.

Resolution 9

This resolution seeks to give the directors general authority to allot ordinary shares in the Company up to a maximum nominal value of £52,119, being approximately one third of the nominal value of the Company's issued share capital as at 6 March 2018. This authority is being sought only for a period of up to 15 months or, if earlier, until the end of the next Annual General Meeting.

Resolution 10

This resolution seeks to renew the authority conferred on the directors at last year's Annual General Meeting to issue equity securities for cash pursuant to the authority sought under resolution 9 without application of the pre-emption rights provided by section 561 of the Companies Act 2006 on a limited basis and for a period of 15 months or, if earlier, until the end of the next Annual General Meeting (for example, in connection with a further placing of new ordinary shares). The power sought is limited to the issue of shares having a maximum aggregate nominal value of £15,635, representing approximately ten per cent of the issued share capital of the Company as at 6 March 2018. The Company does not currently hold any shares in treasury.

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at (a) 6.00p.m. on 16 April 2018; or (b) if the meeting is adjourned, at 6.00 p.m. on the day falling two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and at any adjournment of it and you should, in respect of shares held in certificated form, have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and (if applicable) the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares held by you. To appoint more than one proxy, you should photocopy the proxy form. Please indicate the proxy holder's names and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you).
5. 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 properly put before the meeting.
6. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed and sent or delivered to Computershare Investor Services PLC (the **Registrar**) at The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received by the Registrar no later than 3.00 p.m. on 16 April 2018. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. 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).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment

to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY and, in the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must also be included with the revocation notice and the revocation notice must be received by the Registrar no later than 3.00 p.m. on 16 April 2018. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid. The appointment of a proxy does not preclude you from attending the meeting and voting in person although in that event, your proxy appointment will automatically be terminated.

CREST members

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, 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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID 3RA50) by 3.00 p.m. on 16 April 2018. 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 instruction 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 & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that its CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Issued shares and total voting rights

14. As at 5.00 p.m. on 6 March 2018, the Company's issued ordinary share capital comprised 62,542,927 shares of 0.25 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on 6 March 2018 is 62,542,927. There are no ordinary shares held by the Company in treasury.

Documents on display

15. Copies of the service contracts and letters of appointment of the directors of the Company are available for inspection at the Company's registered office during normal office hours until the day of the meeting when they will be available for at least 15 minutes prior to the meeting and during the meeting itself.