

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken, you are recommended to seek your own personal financial advice immediately from an appropriately qualified independent adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.**

If you have sold or otherwise transferred all of your Ordinary Shares or ZDP Shares (as appropriate) in GLI Finance Limited (the "Company" or "GLI"), you should 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 effected for transmission to the purchaser or transferee.

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## **GLI FINANCE LIMITED**

*(a company incorporated in Guernsey with registered number 43260)*

### **Proposed Reclassification under the AIM Rules and Notice of Annual General Meeting**

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This document should be read in its entirety. Your attention is drawn to the Letter from the Chairman of the Company which recommends that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at the Company's registered office, Sarnia House, Le Truchot, St. Peter Port, Guernsey GY1 1GR at 2.00 p.m. on 19 May 2016 or any adjournment thereof is set out at the end of this document. Ordinary Shareholders are requested to complete and return the enclosed Form of Proxy.

To be valid, the enclosed Form of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company's registrar, Equiniti Limited, Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU, no later than 2.00 p.m. on 17 May 2016. The completion and return of the Form of Proxy will not prevent an Ordinary Shareholder attending and voting at the Annual General Meeting if he or she is entitled to do so.

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor.

The distribution of this document, and the accompanying documents, in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

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## EXPECTED TIMETABLE

2016

Publication of this circular	27 April
Latest time and date for receipt of Forms of Proxy	2.00 p.m. on 17 May
Annual General Meeting	2.00 p.m. on 19 May
Effective date for the Reclassification	20 May

*References to times in this document are to times in London unless otherwise stated.*

*The above times and/or dates may be subject to change and, in the event of such change, the revised times and/or dates will be notified to Shareholders by an announcement through a regulatory information service.*

## PART 1

### LETTER FROM THE CHAIRMAN

## GLI FINANCE LIMITED

*(a company incorporated in Guernsey with registered number 43260)*

*Directors:*

Patrick Firth *(Non-Executive Chairman)*  
Emma Stubbs *(Executive Director)*  
Frederick Forni *(Non-Executive Director)*  
James Carthew *(Non-Executive Director)*  
Andrew Whelan *(Executive Director)*  
John Whittle *(Alternate Director to James Carthew)*

*Registered Office:*

Sarnia House  
Le Truchot  
St. Peter Port  
Guernsey  
GY1 1GR  
Channel Islands

27 April 2016

*To Ordinary Shareholders*

Dear Shareholder

### **1. Introduction**

As announced by GLI today, the Board is proposing that the Company is no longer classified as an Investing Company under the AIM Rules. The Board believes that the Company has, over recent years, increasingly exhibited the characteristics of a trading company and the Board is of the view that it is no longer appropriate for the Company to retain its status as an Investing Company. As such, the Board is proposing that the Company be treated as an operating company under the AIM Rules (“the Reclassification”).

The Reclassification requires the approval of Ordinary Shareholders. Accordingly, the purpose of this document is to provide you with details of the background to and reasons for the Reclassification and why the Board considers that the Reclassification is in the best interests of the Company and its Shareholders as a whole. The Board unanimously recommends that you vote in favour of the Resolution to be proposed at the Annual General Meeting to be held at 2.00 p.m. on 19 May 2016, as the Directors intend to do in respect of their own holdings of Ordinary Shares. The Notice convening this meeting is set out in Part 3 of this document.

### **2. Background to and reasons for the Reclassification**

*Background to the Reclassification*

The Company was incorporated in June 2005 and its Ordinary Shares were admitted to AIM in August 2005. The Company has, since its Ordinary Shares were admitted to trading on AIM, been classified as an Investing Company under the AIM Rules.

The Company’s business, throughout its history, has been the direct and indirect provision of loan finance to small and medium-sized enterprises (“SMEs”). In the initial years, this was largely via direct or indirect provision of syndicated corporate loans to SMEs; then via investment in collateralised loan obligations (“CLOs”). The Company completed the exit from its portfolio of CLO investments in March 2015.

In November 2012, the Company acquired a controlling stake in the issued share capital of BMS Finance AB Limited (“BMS”, a senior lender to SMEs), providing the Company with a platform for building its loan origination capability in the UK and globally. GLI has since acquired equity interests ranging from 5% to 100% in 18 further SME lending platforms and has made new loans available through these platforms. These acquisitions included Sancus Limited (“Sancus”), a Jersey-based peer to peer lender that provides secured lending to individuals and SMEs in the Channel Islands. The Sancus acquisition has provided GLI with additional management resource and experience, underwriting capacity and the platform to drive growth in the Company’s direct lending activities.

GLI has also strengthened its head office team and the Company now employs an Executive Management team comprised of four senior staff, supported by 6 other staff members, with further recruitment to be made as the need arises.

The Directors believe that GLI’s ownership of Sancus and majority ownership of BMS, together with its operational control of a number of SME lending platforms, reflect its transition from Investing Company to operating company, with the objective of developing its position as a leading player in the alternative finance sector.

#### *Reasons for the Reclassification*

As outlined above, the Company’s activities have evolved over recent years and the Board is now of the view that many of the features typically associated with an Investing Company no longer apply to GLI and that treatment of the Company as an operating company under the AIM Rules would be more appropriate. The Directors’ reasons in support of their opinion include the following:

- Termination of investment management agreement

An Investing Company frequently engages an external investment manager on a retained basis. Following the acquisition of BMS, the Group’s assets have become increasingly managed and controlled internally. As a result, in April 2013, the Company terminated the investment management agreement with T2 Advisers, LLC, which had been in place since GLI’s admission to AIM. The Board also meets frequently, with 26 meetings in the year ended 31 December 2015, unlike the board of an Investing Company, which would typically meet less often.

- Wide ranging Investing Policy

Under the AIM Rules, an Investing Company must have an Investing Policy. GLI’s Ordinary Shareholders approved a change in the Company’s investing policy in 2013 (now substantially implemented) from one of “investing principally in syndicated corporate loans” to “providing finance to SMEs across the world” and hence the Company has, for some time, seen itself as a finance business: the amended investing policy is wide ranging and provides the Company with a very broad mandate for achievement of its objectives and the Board with significant autonomy in this respect.

- Internalisation of key head office functions

GLI’s key activities, such as underwriting, credit analysis and loan origination, have been internalised for some time. GLI’s critical support functions, such as finance and compliance including anti-money laundering procedures and risk management are also carried out

internally, as is management of areas such as marketing, business development and investor relations. Internalisation of such functions has been a key driver of the increase in headcount referred to above. The Directors believe that such a structure more closely reflects that of an operating company trading as a lending business rather than an Investing Company.

- Provision and sharing of financial and other resources with other GLI platforms

Internalisation of key functions has also enabled the Company to take a much more active role in supporting its platforms to grow organically. Not all of the lending platforms in which the Company is invested operate on a stand-alone basis, relying on GLI for central services such as risk analysis, compliance guidance and marketing and sales support. Increasingly, the lending platforms support one another, e.g. through cross-referral of lending opportunities.

An Investing Company with controlling stakes would ordinarily organise its activities such that the cross-financing or sharing of operations, for example, is limited. As outlined above, the sharing of financial and other resources has become an increasingly common facet of GLI's ongoing activities.

- Level of direct control over other GLI platform businesses

The level of direct control that the Company has over its assets has increased over time, in particular as a result of the BMS and Sancus acquisitions, both of which are accounted for as subsidiary undertakings. In the case of its interests in associated undertakings and equity investments, the Company is also able to exert significant influence over their affairs, for instance it has the right to a board seat and consent rights over individual company budgets. The Board is of the view that an Investing Company typically adopts a passive role as regards the day to day management of its investments and has little or no influence over their activities.

- Nature of income generated

Similar to any other company providing finance to SMEs, GLI's income is derived in part from net interest income generated from loans held on its balance sheet.

- Distribution of investment returns and nature of dividend policy

Unlike many Investing Companies, GLI has no defined mechanism for the distribution of investment returns or fixed winding up date. The Company's aim underlying its stated dividend policy is to distribute income over the longer term rather than at a particular time or over a designated period. There is no certainty that substantially all income will be paid out over any particular time period.

- Guernsey Financial Services Commission ("GFSC") re-registration

Reflecting the Board's view that the Company should no longer be treated as an authorised closed-ended collective investment scheme for Guernsey law purposes, in December 2014, GLI applied to the GFSC to be re-registered as a "Non-Regulated Financial Services Business". On 31 March 2015, the Company announced that the GFSC had approved its application.

The cumulative impact of the various developments noted above forms the basis for the Board's view that GLI should no longer be classified as an Investing Company and that reclassification as an operating company under the AIM Rules for Companies is now appropriate.

*The Reclassification – effect on the Company and future strategy*

**The Company is currently considered to be an investing company for the purposes of the AIM Rules. As a result, it may benefit from certain partial carve-outs to the AIM Rules, such as those in relation to the classification of reverse takeovers (as defined in Rule 14 of the AIM Rules). Were the Company to lose investing company status for any reason, such carve-outs would cease to apply. The AIM Rules also impose requirements on the way in which an Investing Company conducts its affairs, such as consideration of exposure to risk through cross-holdings, thereby providing in this respect a degree of inherent protection to investors in such companies. Shareholders should be aware that such requirements of the AIM Rules would no longer apply to GLI, should the Company no longer be classified as an Investing Company.**

Subject to Shareholder approval of the Reclassification, the Company will cease to be regarded as an Investing Company for the purpose of the AIM Rules, and it will cease to have a formal investing policy.

The Board believes that the Company has an attractive and unique portfolio of platform companies, a number of which are growing very rapidly and are conservatively valued. This portfolio is expected to bring significant long-term capital gains to shareholders. As previously announced, the Board is part-way through a strategic review of GLI's operations, however, its overriding strategy for generating shareholder value will be to focus on supporting and developing those platforms with the greatest potential, taking into account the capital available to the Company.

### **3. Annual General Meeting**

*Resolution*

Shareholders are being asked to approve the Reclassification at the Annual General Meeting. The Resolution will be proposed as an ordinary resolution. The Resolution requires a simple majority of those members present (whether in person or by proxy) and voting, to vote in favour of it in order for it to be passed.

*Action to be taken*

A notice convening the Annual General Meeting of the Company, which is to be held at 2:00 p.m. on 19 May 2016, is set out at the end of this document. Whether or not you intend to be present at the Annual General Meeting, Shareholders are requested to complete and return the accompanying Form of Proxy in accordance with the instructions printed thereon, so as to be received as soon as possible and, in any event, no later than 2:00 p.m. on 17 May 2016. The completion and return of the Form of Proxy will not preclude you from attending the meeting and voting in person should you so wish.

*Recommendation*

The Board believes that the Reclassification is in the best interests of the Company and the Shareholders as a whole and unanimously recommends that you vote in favour of each of the resolutions to be proposed at the Annual General Meeting to be held at 2:00 p.m. on 19 May 2016.

The Directors intend to vote in favour, or procure the vote in favour, of each of the resolutions at the Annual General Meeting in respect of their beneficial holdings of Shares which, in aggregate, amount to 4,416,575 Ordinary Shares representing approximately 1.92 per cent of the Company's issued Ordinary Share capital.

Yours faithfully

**Patrick Firth**  
Chairman

## PART 2

### DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

<b>"AIM"</b>	the market of that name operated by the London Stock Exchange
<b>"AIM Rules"</b>	the rules published by the London Stock Exchange entitled "AIM Rules for Companies"
<b>"Annual General Meeting" or "AGM"</b>	the annual general meeting of the Company to be held at 2:00 p.m. on 19 May 2016, or any adjournment thereof, for the purpose of considering and, if thought fit, passing the Resolutions
<b>"Board" or "Directors"</b>	the board of directors of the Company, including a duly constituted committee thereof
<b>"Company" or "GLI"</b>	GLI Finance Limited
<b>"Form of Proxy"</b>	the form of proxy for use by Ordinary Shareholders in connection with the AGM which accompanies this document
<b>"Group"</b>	the Company and its subsidiaries from time to time
<b>"Investing Company"</b>	any AIM company (that is, a company with a class of securities admitted to AIM such as GLI) which has as its primary business or objective, the investing of its funds in securities, businesses or assets of any description (as defined in the AIM Rules)
<b>"Investing Policy"</b>	the policy that an Investing Company will follow in relation to asset allocation and risk diversification, as defined in detail in the AIM Rules
<b>"London Stock Exchange"</b>	London Stock Exchange plc
<b>"Notice"</b>	the notice of the Annual General Meeting set out at the end of this document
<b>"Ordinary Shareholders" or "Shareholders"</b>	holders of Ordinary Shares
<b>"Ordinary Shares"</b>	ordinary shares of no par value each issued by the Company
<b>"Resolution"</b>	Resolution 8 to be proposed at the AGM as set out in the Notice

**"ZDP Shareholders"**

holders of ZDP Shares

**"ZDP Shares"**

zero dividend preference shares of no par value each issued by the Company that entitle their holders to a capital repayment per share of 130.696 pence on 5 December 2019

## PART 3

### NOTICE OF ANNUAL GENERAL MEETING

# Notice of Annual General Meeting

## GLI Finance Limited

*(a closed-ended company incorporated in Guernsey with registration number 43260)*

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

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

If you have sold or otherwise transferred all of your Ordinary Shares in the Company, you should send this document, together with the accompanying proxy form, at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

**NOTICE IS HEREBY GIVEN** that the annual general meeting of GLI Finance Limited (the “**Company**”) will be held at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR on Thursday, 19 May 2016 at 2:00 p.m. for the transaction of the following business:

#### **ORDINARY BUSINESS**

To consider and, if thought fit, pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. THAT the Financial Statements of the Company for the year ended 31 December 2015 with the Report of the Directors and Auditors thereon be received and adopted.
2. THAT the Directors' Remuneration Report for the year ended 31 December 2015 be approved.
3. THAT Mr Patrick Firth be re-elected as a Director of the Company.
4. THAT Mr Frederick Forni be re-elected as a Director of the Company.
5. THAT Mr John Whittle be re-elected as a Director of the Company.
6. THAT Grant Thornton Limited be re-appointed as auditors of the Company (the “**Auditors**”) to hold office until the conclusion of the next annual general meeting of the Company.
7. THAT the Directors be authorised to fix the remuneration of the Auditors for their next period of office.

#### **SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions of which resolutions 8, 9, 10 and 11 will be proposed as ordinary resolutions and resolution 12 will be proposed as a special resolution:

8. THAT the Company no longer be classified as an 'Investing Company' and is instead treated as an operating company for the purposes of the AIM Rules.

9. THAT, in accordance with article 44 of the Company's articles of incorporation (the "**Articles**"), the Board may, in respect of dividends declared for any financial period or periods of the Company ending prior to the Annual General Meeting of the Company to be held in 2017, offer shareholders the right to elect to receive further shares, credited as fully paid, instead of cash in respect of all or part of any dividend or dividends declared in respect of any such period or periods.
10. THAT, pursuant to Article 30.1, the fees paid to the Directors who do not hold executive office for their services (excluding amounts payable in respect of any out-of-pocket expenses pursuant to Article 30.2 or any additional remuneration awarded pursuant to Article 30.3) shall not exceed in aggregate £300,000 per annum.
11. THAT the Company be and is hereby generally and unconditionally authorised, in accordance with Section 315 of The Companies (Guernsey) Law 2008 (as amended) (the "**Law**"), to make market acquisitions (as defined in that Law) of ordinary shares of no par value in the capital of the Company ("**Ordinary Shares**"), provided that:
  - a. the maximum number of Ordinary Shares hereby authorised to be purchased shall be 14.99% of the issued Ordinary Shares on the date on which this resolution is passed;
  - b. the minimum price 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 105% of the average of the middle market quotations (as derived from the Daily Official List) of the Ordinary Shares for the five business days immediately preceding the date of purchase; and
  - d. the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held in 2017 or 18 months from the date of this resolution, whichever is the earlier, unless such authority is varied, revoked or renewed prior to such time, 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.
12. THAT pursuant to Article 8.7 of the Articles, the provisions of Article 8.2 of the Articles shall not apply and shall be excluded in relation to the issue of up to an aggregate number of Ordinary Shares as represents less than 10 per cent. of the number of Ordinary Shares admitted to trading on London Stock Exchange plc's Alternative Investment Market for listed securities immediately following the passing of this resolution, provided that such disapplication and exclusion shall expire on the date which is 18 months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution (unless previously renewed, revoked or varied by the Company by special resolution) save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the disapplication and exclusion conferred hereby had not expired.

BY ORDER OF THE BOARD

**PraxisIFM Trust Limited**  
*Company Secretary*

27 April 2016

Sarnia House  
Le Truchot  
St Peter Port  
Guernsey

## **EXPLANATORY NOTES:**

### **Re-election of Directors – resolutions 3 – 5:**

As of June 2015, Mr Patrick Firth and Mr Frederick Forni had each served as directors of the Company for ten years. Having considered their independence, the Board remains satisfied that no other relationships or circumstances exist which may affect their ability to exercise independent judgement. Notwithstanding, the Board has adopted the policy that any long standing directors shall stand for re-election at each annual general meeting.

John Whittle was appointed as an alternate director of the Company during 2015. The definition of "Director" under the Articles includes alternate directors, accordingly the provisions relating to directors in the Articles apply equally to alternate directors as to directors of the Company. In accordance with Article 29.2 of the Articles, any director appointed by the Board in addition to the existing directors shall hold office only until the next following annual general meeting and shall then be eligible for re-election. Accordingly, Mr Whittle is standing for re-election in accordance with Article 29.2.

Other than through their respective holdings of Ordinary Shares listed below, none of the Directors has or has had any relationship, transaction or arrangements with the Company, the other Directors, the Executive Management Team or any of their associates.

The Company considers that each of the Directors is and will continue to be an effective Director given that they each have the relevant experience and skills to allow them to effectively carry out their functions as a Board in respect of the Company, and in light of their continuing demonstration of commitment to their respective roles.

As disclosed in the Annual Report for the year ended 31 December 2015, the Company currently complies with the principles of good governance contained in the UK Corporate Governance Code and has determined that each of the Directors is independent in accordance with such principles.

### **Re-appointment and remuneration of the Auditors – resolutions 6 – 7:**

Shareholders are asked to vote on the re-appointment of Grant Thornton Limited as the Company's Auditors until the conclusion of the next AGM to be held in 2017, and to grant authority to the Directors to determine Grant Thornton Limited's remuneration for their services as Auditors to the Company in respect of their next period of office.

### **Reclassification under the AIM Rules – resolution 8:**

The Company is currently classified under the AIM Rules as an investing company. For some time the Company has exhibited the characteristics of an operating company and in March 2015 the GFSC approved GLI's application to be re-registered as a "Non-Regulated Financial Services Business". It is the opinion of the Directors that GLI's classification under the AIM Rules should change accordingly from investing company to operating company, as explained in the letter from the Chairman in Part 1 of this Circular.

### **Scrip dividends - resolution 9:**

This resolution allows the Directors to offer shareholders the right to elect to receive further Ordinary Shares, credited as fully paid, instead of cash in respect of all or any part of any dividend (a scrip dividend). The Directors believe that the ability for shareholders to receive future dividends from the Company wholly or partly in the form of new Ordinary Shares in the Company will benefit the Company as it will benefit from the ability to retain cash which would otherwise be paid as dividends. It may also benefit certain shareholders depending on their tax status.

### **Director Remuneration – resolution 10:**

The Articles do not currently limit the discretion of the board to determine the level of remuneration payable to the Directors. In recognition of best practices of corporate governance, the Directors are proposing an ordinary resolution to shareholders, which, if passed, would, in accordance with the provisions of Article 30.1, impose a limit of £300,000 per annum in aggregate on the amount of fees payable to the Directors (excluding any amounts payable in respect of any out-of-pocket expenses pursuant to Article 30.2 or any additional remuneration awarded pursuant to Article 30.3).

### **Market acquisitions – resolution 11:**

This resolution renews the share buy-back authority that was given by the Company's shareholders on 30 April 2015. Resolution 10 gives the Company authority to make market acquisitions of the Company's own Ordinary Shares, up to a maximum of 14.99 per cent. per annum of the Company's Ordinary Shares in issue (as at the time immediately following the passing of the resolution) and subject to minimum and maximum purchase prices as set out in parts b. and c. of resolution 10. This authority will only be invoked if, after taking proper advice, the Directors consider that benefits will accrue to shareholders generally.

In normal market circumstances the Directors intend to favour *pro rata* capital distributions ahead of Ordinary Share repurchases in the market, however, if the Ordinary Shares have traded at a significant discount to Net Asset Value for a prolonged period the Board will seek to prioritise the use of net income after the payment of dividends on market repurchases over other uses of capital. If the Board does decide that the Company should repurchase Ordinary Shares, purchases will only be made through the market for cash at prices below the estimated prevailing Net Asset Value per Ordinary Share where the Directors believe such purchases will result in an increase in the Net Asset Value per Ordinary Share.

**Disapplication of pre-emption rights - resolution 12:**

This resolution grants the Directors the authority to allot Ordinary Shares for cash without first offering them to existing holders on a *pro rata* basis. The number of shares allotted under this power must be less than 10 per cent. of the number of Ordinary Shares admitted to trading on London Stock Exchange plc's Alternative Investment Market for listed securities immediately following the passing of this resolution.

**Note from the Board:**

Members 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 members vote in favour of each resolution on the basis that the Board considers their passing to be in the best interests of the members as a whole.

Of those Directors who hold shares in the Company, each intends to vote in favour of all resolutions (other than the resolution in respect of his or her own re-election) proposed in this Notice of AGM. Their holdings as at 27 April 2016 were as follows:-

	Ordinary Shares of no par value each held	Percentage of total issued share capital
Patrick Firth	252,813	0.11%
James Carthew	300,000	0.13%
Andrew Whelan	3,800,000	1.65%
Emma Stubbs	63,762	0.03%

Information as to how to vote can be found in the Notes below or contained in the notes to the Form of Proxy, which accompanies this Notice of AGM.

## NOTES:

1. A copy of this Notice of Annual General Meeting will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturday, Sunday and public holidays) and at <http://www.glifinance.com> from the date of the Notice of Annual General Meeting until (and including) the date of the Annual General Meeting and for 15 minutes prior to and during the Annual General Meeting.
2. Any shareholder entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. A shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy may be an individual or a body corporate who need not be a shareholder of the Company.
3. In the case of a shareholder which is a company, the instrument appointing a proxy must be executed under the shareholder's common seal (or in any other manner permitted by law and having the same effect as if executed under seal) or under the hand of a duly authorised officer, attorney or other person.
4. The Form of Proxy, together with, if appropriate, any power of attorney or other authority or a notarially certified copy of any power of attorney or other authority (if any) under which it is signed, must be deposited at the Company's registrars, Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU not later than 48 hours before the time appointed for holding the meeting.
5. To appoint more than one proxy to vote in relation to different shares within your holding you may photocopy the form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
6. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of shareholders in respect of the joint holding.
7. Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any class of shareholders of the Company and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual shareholder of the Company.
8. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. 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. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
9. Return of a completed Form of Proxy will not preclude a shareholder from attending and voting personally at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
10. Pursuant to the Articles, the Company specifies that only shareholders entered on the register of shareholders of the Company will be entitled to receive notice of the meeting. In addition, only shareholders registered in the register of shareholders of the Company 48 hours before the time fixed for the meeting or adjourned meeting shall be entitled to attend, speak and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
11. The quorum for a meeting of shareholders is two or more shareholders holding 5% or more of the voting rights (provided that they are entitled to vote on the business to be transacted at the meeting) present in person or by proxy.
12. If, within half an hour from the appointed time for the meeting, a quorum is not present, the meeting shall stand adjourned to the same date in the next week at the same time and place or to such time and place as the Board may determine. If at the adjourned meeting a quorum is not present within 15 minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.
13. The majority required for the passing of the ordinary resolutions is more than fifty per cent (50%) of the total number of votes cast in favour of each resolution. The majority required for the passing of special resolutions (if any) is not less than seventy five per cent (75%) of the total number of votes cast in favour of the resolution.
14. If the resolutions are duly passed at the meeting (or any adjourned meeting thereof), and other necessary formalities are completed, this will result in all of the proposed resolutions becoming binding on each shareholder in the Company whether or not they voted in favour of the resolutions, or voted at all.
15. 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.

# FORM OF PROXY

## GLI FINANCE LIMITED

(a closed-ended company incorporated in Guernsey with registration number 43260)

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

**ANNUAL GENERAL MEETING**  
on Thursday 19 May 2016 at 2:00 p.m.

I/We (full name)

.....  
being a member of GLI Finance Limited (the "**Company**"), do hereby appoint the Chairman of the Meeting, or

.....  
(name & address of proxy in block capitals)

as my/our proxy to attend, and on a poll, vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Sarnia House, Le Truchot, St Peter Port, Guernsey GY1 1GR on Thursday 19 May 2016 at 2:00 p.m. or any adjournment thereof.

The proxy is to vote in respect of:

all of my shares / the number of ordinary shares specified below\* (\*delete as appropriate)

.....Ordinary Shares

Please tick here if this proxy appointment is one of multiple appointments being made

as follows:

	For	Against	Discretionary	Vote withheld
<b>ORDINARY BUSINESS</b>				
<b>Ordinary Resolutions</b>				
1. THAT the Financial Statements of the Company for the year ended 31 December 2015 with the Report of the Directors and Auditors thereon be received and adopted.				
2. THAT the Directors' Remuneration Report for the year ended 31 December 2015 be approved.				
3. THAT Mr Patrick Firth be re-appointed as a Director of the Company.				
4. THAT Mr Frederick Forni be re-appointed as a Director of the Company.				
5. THAT Mr John Whittle be re-appointed as a Director of the Company				
6. THAT Grant Thornton Limited be re-appointed as Auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company.				
7. THAT the Directors be authorised to fix the remuneration of the Auditors for their next period of office.				

<b>SPECIAL BUSINESS</b>				
<b>Ordinary Resolutions</b>				
8. THAT the Company is no longer classified as an 'Investing Company' and is instead treated as an operating company for the purposes of the AIM Rules.				
9. THAT, in accordance with Article 44 of the Company's Articles, the Board may, in respect of dividends declared for any financial period or periods of the Company ending prior to the Annual General Meeting of the Company to be held in 2017, offer shareholders the right to elect to receive further shares, credited as fully paid, instead of cash in respect of all or part of any dividend or dividends declared in respect of any such period or periods.				
10. THAT, pursuant to Article 30.1, the fees payable to the Directors who do not hold executive office for their services (excluding any amounts payable in respect of any out-of-pocket expenses pursuant to Article 30.2 or any additional remuneration awarded pursuant to Article 30.3) shall not exceed in aggregate £300,000 per annum.				
11. THAT the Company be authorised, in accordance with the Companies (Guernsey) Law 2008 (as amended) (the "Law"), to make market acquisitions (as defined in that Law) of Ordinary Shares of no par value.				
<b>Special Resolution</b>				
12. THAT pursuant to Article 8.7 of the Articles, the provisions of Article 8.2 of the Articles shall not apply and shall be excluded in relation to the issue of up to an aggregate number of Ordinary Shares as represents less than 10 per cent. of the number of Ordinary Shares admitted to trading on London Stock Exchange plc's Alternative Investment Market for listed securities immediately following the passing of this resolution, provided that such disapplication and exclusion shall expire on the date which is 18 months from the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company following the date of the passing of this resolution (unless previously renewed, revoked or varied by the Company by special resolution) save that the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the				

disapplication and exclusion conferred hereby had not expired.				
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**\*please complete either "For", "Against", "Discretionary" 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 Meeting) as he/she thinks fit.**

**If by an individual:**

**If for and on behalf of a corporation:**

Signed by:.....

Dated:.....2016

For and on behalf of:

.....

Position: .....

Dated: ..... 2016

## NOTES:

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 a meeting of the Company. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the shareholder. A shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy may be an individual or a body corporate who need not be a shareholder of the Company.
2. To appoint more than one proxy to vote in relation to different shares within your holding you may photocopy the form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
3. If you wish to appoint as your proxy someone other than the chairman of the meeting, cross out the words "the Chairman of the meeting" and write on the dotted line the full name and address of your proxy. The change should be initialled.
4. Please indicate with an "X" in the appropriate box how you wish your vote to be cast in respect of the resolutions. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
5. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute under its common seal or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding. The names of all joint holders should be stated but the signature of any one is sufficient. In all cases, names must be entered as they appear on the Company's register.
6. Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any class of shareholders of the Company and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual shareholder of the Company.
7. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. 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. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
8. To be valid, this Form of Proxy must be completed and lodged, together with the power of attorney or any other authority (if any) under which it is signed, or a notarially certified copy of such power, with Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU not less than 48 hours before the time fixed for holding the meeting.
9. Only shareholders registered in the register of shareholders of the Company 48 hours before the time fixed for the meeting or adjourned meeting shall be entitled to attend, speak and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. The 'vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
11. Return of a completed Form of Proxy will not preclude a shareholder from attending and voting personally at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
12. The quorum for a meeting of shareholders is two or more shareholders holding 5% or more of the voting rights (provided that they are entitled to vote on the business to be transacted at the meeting) present in person or by proxy.
13. The majority required for the passing of the ordinary resolutions is more than fifty per cent (50%) of the total number of votes cast in favour of each resolution. The majority required for the passing of special resolutions (if any) is not less than seventy five per cent (75%) of the total number of votes cast in favour of the resolution.
14. If the resolutions are duly passed at the meeting (or any adjourned meeting thereof), and other necessary formalities are completed, this will result in all of the proposed resolutions becoming binding on each shareholder in the Company whether or not they voted in favour of the resolutions, or voted at all.
15. 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.

16. If, within half an hour from the appointed time for the meeting, a quorum is not present, the meeting shall stand adjourned to the same date in the next week at the same time and place or to such time and place as the Board may determine. If at the adjourned meeting a quorum is not present within 15 minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.