

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains proposals relating to EJF Investments Ltd (the "Company") on which you are being asked to vote. If you are in any doubt as to the action you should take or the contents of this document, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser, duly authorised under the Financial Services and Markets Act 2000 of the United Kingdom (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer is or was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale was effected.

The Company is a closed ended collective investment fund incorporated as a public company limited by shares in Jersey on 20 October 2016 with an unlimited life and is established in Jersey as a listed fund pursuant to the Jersey Listed Fund Guide published by the Jersey Financial Services Commission (the "JFSC"), as amended from time to time, and the Collective Investment Funds (Jersey) Law 1988, as amended. The Company is regulated by the JFSC.

Notice of the annual general meeting of the Company to be held at IFC1, The Esplanade, St Helier, Jersey, JE1 4BP at 2.00 pm (BST) on 2 July 2020 (the "Annual General Meeting" or "AGM"), is set out at page 14 of this document. The Form of Proxy is enclosed.

EJF INVESTMENTS LTD

(a company incorporated in Jersey under The Companies (Jersey) Law, 1991 (as amended) with registered number 122353)

NOTICE OF ANNUAL GENERAL MEETING

You are requested to return the Form of Proxy accompanying this document. To be valid the Form of Proxy must be completed, either electronically or in hard copy form, in accordance with the instructions detailed in the Form of Proxy. If a hard copy Form of Proxy is completed then it must be signed and returned to the Registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol, BS99 6ZY. It is recommended that you complete the Form of Proxy as soon as possible as, to be valid, your completed form must be received by the Registrar not later than 2.00 pm (BST) on 30 June 2020.

If you are a member of CREST, you may be able to make a proxy appointment or instruction using CREST, such CREST Proxy Instruction to be received by no later than 2.00 pm (BST) on 30 June 2020. Further details can be found in the notes to the Notice of Annual General Meeting under the heading "CREST Members".

The completion and return of a Form of Proxy or completing and transmitting a CREST Proxy Instruction will not prevent you from attending and voting at the Annual General Meeting in person if you wish (and are able to do so). Please, however, note the information in the letter from the Chair regarding the COVID-19 Measures and attendance in person at this year's AGM.

This document should be read as a whole. Your attention is drawn to the letter from the Chair of the Company on page 3 of this document, which includes a recommendation from the Board that you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

KEY TIMES AND DATES

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|--|-------------------------------|
| Latest time and date for receipt of Forms of Proxy | 2.00 pm (BST) on 30 June 2020 |
| Latest time and date for receipt of CREST Proxy Instructions | 2.00 pm (BST) on 30 June 2020 |
| Annual General Meeting | 2.00 pm (BST) on 2 July 2020 |

This document is not a prospectus and does not constitute or form part of, and should not be construed as, any offer for sale or subscription of, or solicitation of any offer to buy or subscribe for, any securities of the Company in any jurisdiction, including (without limitation) the United States, nor should it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever in any jurisdiction, including (without limitation) the United States. The Shares of the Company have not been and will not be registered under the U.S. Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States, and (if issued) may not be offered, sold, pledged, delivered or otherwise transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, any "U.S. persons" as defined in Regulation S under the U.S. Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. There will be no public offer of any such securities in the United States.

The distribution of this document in certain jurisdictions may be restricted by law and persons into whose possession this document comes should inform themselves about and observe any relevant restrictions. In particular, subject to certain exceptions, this document is not for distribution, directly or indirectly, in, into or from the United States, Canada or South Africa or to U.S. Persons. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions. This document is and may be communicated only to (and is directed only at) persons to whom such communication may lawfully be made.

For your information, ZDP Shareholders do not have the right to receive notice of, or to attend or vote at, the AGM.

LETTER FROM THE CHAIR OF EJF INVESTMENTS LTD (the "Company")
(a company incorporated in Jersey under The Companies (Jersey) Law 1991 (as amended)
with registered number 122353)
Registered Office: IFC1, The Esplanade, St Helier, Jersey, JE1 4BP

Directors (all non-executive):

Joanna Dentskevich (Chair)
Alan Dunphy
Nick Watkins
Neal J. Wilson

29 May 2020

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

I am pleased to send to you the notice of the Company's annual general meeting, which is being held at the Company's registered office at IFC1, The Esplanade, St Helier, Jersey, JE1 4BP at 2.00 pm (BST) on 2 July 2020 (the "**Annual General Meeting**" or "**AGM**").

Since our last AGM in June 2019, there has been significant volatility across many areas, including financial markets, economics and politics. This included Brexit, trade tensions and fluctuations in interest and exchange rates. Despite these significant challenges, the Company's performance has remained positive, recording a total return from 1 July 2019 to 29 February 2020 of 4.33%. Much of this performance was underpinned by the strength of the US community banking system, and the Manager's ability to source and create attractive investments capitalising on its expertise in the financial services sector.

Since the effects of COVID-19 began to take effect in March 2020, the Company's NAV has declined due to mark-to-market revaluation influences. However, to date, no underlying credit losses have been suffered, and the Company declared its regular quarterly dividend in April 2020. While we believe it is currently not possible to understand or quantify the full extent of the impact of the COVID-19 pandemic (and the Board therefore considers its impact on the Company to be an uncertainty), the stimulus announced by the US authorities and the relative strength of community banks and smaller US insurance companies prior to the pandemic are very significant factors in the financial sector's ability to weather this issue. Along with the Manager, we believe that banks in particular are part of the solution to the crisis, which is in sharp contrast to their role in the global financial crisis that occurred in 2008.

You will be aware that, on 27 May 2020, the Company sent to Shareholders a circular relating to an extraordinary general meeting of the Company to be held on 16 June 2020 (the "**EGM**"). Further details relating to the EGM, and the proposed creation and issue of 2025 ZDP Shares, are set out in that document. If the authority sought in the notice of EGM is approved by Shareholders then the Company may have issued 2025 ZDP Shares by the time the AGM is held (but this is unknown at the date of this Circular and so this Circular does not contain any further references to 2025 ZDP Shares). Further announcements relating to the results of the EGM and the placing of 2025 ZDP Shares will be made prior to the AGM to ensure Shareholders are kept up to date. As you may be aware, ZDP Shareholders do not have the right to receive notice of, or attend or vote at, the AGM.

RESOLUTIONS

The full wording of each of the Resolutions summarised below is set out in the Notice of Annual General Meeting at page 14 of this document.

The following Resolutions will be proposed as Ordinary Resolutions at the AGM:

- Resolution 1:** To receive and adopt the report of the Directors and the annual report and audited financial statements of the Company for the year ended 31 December 2019.
- Resolution 2:** To approve the Directors' remuneration report (which is set out in the annual report and audited financial statements of the Company for the year ended 31 December 2019).
- Resolution 3:** To re-elect Joanna Dentskevich as a director of the Company.
- Resolution 4:** To re-elect Alan Dunphy as a director of the Company.
- Resolution 5:** To re-elect Nick Watkins as a director of the Company.
- Resolution 6:** To re-elect Neal J. Wilson as a director of the Company.
- Resolution 7:** To approve the Company's dividend policy.
- Resolution 8:** To re-appoint KPMG LLP as the Company's auditor.
- Resolution 9:** Conditional upon Resolution 8 being passed, to authorise the Audit Committee, for and on behalf of the Board, to determine the remuneration of KPMG LLP as the Company's auditor.

The following Resolutions will be proposed as Special Resolutions at the AGM:

- Resolution 10:** To authorise the Company to purchase up to 9,165,665 of its own Ordinary Shares, representing approximately 14.99 per cent. of the Company's total issued ordinary share capital (exclusive of Ordinary Shares held in treasury) and to either cancel or hold in treasury any Ordinary Shares so purchased.
- Resolution 11:** To authorise the Directors to allot and issue (or to sell Ordinary Shares from treasury) up to 7,695,371 Ordinary Shares, representing approximately 10 per cent. of the Company's total issued ordinary share capital (inclusive of Ordinary Shares held in treasury) as if the pre-emption rights in the Articles did not apply.
- Resolution 12:** In addition to any authority granted pursuant to Resolution 11 (if passed), to authorise the Directors to allot and issue (or to sell Ordinary Shares from treasury) up to 7,695,371 Ordinary Shares, representing approximately a further 10 per cent. of the Company's total issued ordinary share capital (inclusive of Ordinary Shares held in treasury) as if the pre-emption rights in the Articles did not apply.

A notice convening the AGM and setting out details of the Resolutions in full is set out at page 14 of this document. Below is an explanation in respect of the Resolutions to be proposed at the AGM.

ORDINARY RESOLUTIONS

The following Resolutions are all proposed as Ordinary Resolutions. Ordinary Resolutions each require a simple majority of votes cast at the AGM in order to be passed.

Resolution 1: Annual report and financial statements.

The Directors are required to present the report of the Directors and the annual report and audited financial statements of the Company for the year ended 31 December 2019 to the Annual General Meeting.

Resolution 2: Directors' remuneration report.

Although it is not a requirement under Companies Law to have the annual report on remuneration approved by Shareholders, the Board believes that, as a company whose shares are admitted to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange, it is good practice to do so.

The annual remuneration report (as set out at pages 33-34 of the annual report and audited financial statements of the Company for the year ended 31 December 2019) provides details on Directors' remuneration during the period and is subject to an advisory shareholder vote (however, no Director's remuneration is conditional upon passing this Resolution 2).

Resolutions 3 to 6: Re-election of directors.

The Board comprises four Directors, three of whom are independent. The Board has adopted a policy that all Directors shall be put forward for re-election at each annual general meeting.

Directors' Biographies

The Directors' biographical details are set out below for your information:

Joanna Dentskevich, independent non-executive director and Chair

Joanna Dentskevich has over 30 years of finance, risk and investment banking experience gained in London and Asia. She started her career in 1986 as an auditor in the financial services group of a London accountancy firm before moving into investment risk at Bankers Trust. Prior to moving to Jersey in 2008, she was director of risk at Deutsche Bank and Morgan Stanley and chief risk officer and a co-founder of a London based systematic hedge fund. Joanna sits on the board of a number of investment companies. Joanna was appointed as a director of the Company on 17 March 2017.

The Board believes that Mrs Dentskevich continues to demonstrate effective leadership of the Board, promoting a culture of openness and debate as well as facilitating constructive Board relations and the effective contribution of all Directors. The Board considers the Chair to have exercised her judgement and expressed her opinion in an independent manner.

Alan Dunphy, independent non-executive director and Audit Committee Chair

Alan Dunphy has over 20 years of experience in the offshore financial industry, moving to Jersey in 2008 to join the Assurance and Business Advisory Division of PricewaterhouseCoopers. He currently works for LGL Group as a director on fund and corporate client structures, before which he was managing director of Bennelong Asset Management and a director of Capita Fiduciary Group. He also worked at Abacus Financial Services Group. Alan is a fellow of the Institute of Chartered Accountants In Ireland and was appointed as a director of the Company on 12 December 2016.

The Board believes that Mr Dunphy has used his accounting skills and finance industry and funds experience to competently lead the Audit Committee and provide valuable input to the Board on all issues.

Nick Watkins, independent non-executive director

Nick Watkins started his career as a corporate tax lawyer with Dechert LLP in London in 1997. He is currently a partner and director of Altair Partners Limited, which provides independent directors to funds and regulated entities. Prior to joining Altair in 2014, he was global head of transaction management for Deutsche Bank's Alternative Fund Services division in Jersey, and previously assistant managing director and senior in-house legal counsel at Citco in the Cayman Islands. Nick is a qualified solicitor in England and Wales and was appointed as a director of the Company on 17 March 2017.

The Board believes that Mr Watkins' legal skills and business experience continues to provide a relevant and complementary skillset which strengthens and provides valuable insight to the Board.

Neal J. Wilson, non-executive director

Neal Wilson has over 28 years of capital market and asset management experience and is co-CEO of EJP Capital LLC, which he co-founded in 2005. Neal is also CEO of EJP Investments Manager LLC. Prior to EJP, Neal was in charge of the Alternative Asset Investments and Private Wealth Management groups at FBR, a senior securities attorney at Dechert LLP and a Branch Chief in the Division of Enforcement at the SEC in Washington, DC. Neal is a non-active member of the bars of Pennsylvania and Washington, DC. Neal was appointed as a director of the Company on 27 January 2017.

The Board believes that Mr Wilson, as a co-founder of EJP Capital LLC, is able to provide the Board with the benefit of his extensive experience in asset management, and his U.S. legal and regulatory knowledge also gives valuable insight to the Board.

Any election (or retirement) of Directors will be made in accordance with Jersey regulatory requirements.

Resolution 7: Approval of the Company's dividend policy.

The Company's policy is to pay dividends on a quarterly basis shortly after each dividend is declared in April, July, October and January in each financial year. As the last dividend in respect of any financial period is payable prior to the relevant annual general meeting, it is declared as an interim dividend and accordingly, there is no final dividend payable.

The Board is conscious that this means that Shareholders will not be given the opportunity to vote on the payment of a final dividend. Accordingly, it has been decided that Shareholders will be asked to confirm their approval of the Company's current dividend policy to continue to pay quarterly interim dividends.

The Board has an objective of targeting an annual dividend of 10.7 pence per share for the financial year to 31 December 2020, to be distributed evenly in four quarterly payments. Accordingly, the Company is targeting the payment of dividends which equate to a yield of 6.3% per cent. annum based on the Company's NAV per Ordinary Share on 31 December 2019. For the avoidance of doubt, this dividend policy does not form part of the Company's investment policy.

The Company declared and paid interim dividends totalling 10.7 pence per Ordinary Share in respect of the financial year ended 31 December 2019 and declared and paid an interim dividend of 2.675 pence per Ordinary Share in respect of the financial quarter ended 31 March 2020.

As at the date of this Circular, there have been no changes to the Company's dividend policy. The Board will continue to monitor closely the impact which COVID-19 market repercussions have on the Company's assets, alongside the broader market impact when determining future dividends. If the Board deems it to be in the best interests of the Company's Shareholders to adjust the Company's dividend policy, this will be communicated by way of an announcement to Shareholders at the appropriate time.

Resolution 8: Appointment of KPMG LLP as the Company's auditor.

At each annual general meeting the Company is required to appoint an auditor to serve from the conclusion of that meeting until the conclusion of the next annual general meeting of the Company. The Board, on the recommendation of the Audit Committee, recommends the re-appointment of KPMG LLP as the Company's auditor to hold office from the end of the AGM until the end of the Company's next annual general meeting.

Resolution 9: Authorising the Audit Committee to determine the remuneration of KPMG LLP as the Company's auditor.

Conditional upon Resolution 8 being passed, the Board is seeking authority for the Audit Committee (for and on behalf of the Directors) to determine the remuneration of KPMG LLP as the Company's auditor.

SPECIAL RESOLUTIONS

The following Resolutions are all proposed as Special Resolutions. Special Resolutions each require a two-thirds majority of votes cast at the AGM in order to be passed.

Resolution 10: To authorise the Company to purchase its own Ordinary Shares and to either cancel or hold in treasury any Ordinary Shares so purchased.

Under Resolution 10, the Company seeks Shareholder approval to authorise the Company to make market purchases of its Ordinary Shares for up to 9,165,665 Ordinary Shares, representing approximately 14.99 per cent. of the Company's issued ordinary share capital (exclusive of Ordinary Shares held in treasury) as at the Latest Practicable Date.

Resolution 10 (which is set out in the Notice of Annual General Meeting) specifies the minimum and maximum prices at which such Ordinary Shares may be purchased under this authority.

The authority sought would, if approved, replace the authority granted by Resolution 10 of the Shareholder Resolutions passed at the annual general meeting of the Company held on 19 June 2019, which will expire on the conclusion of the AGM.

The Company will only exercise this authority to purchase Ordinary Shares in the market in compliance with the Articles and the Companies Law, and after careful consideration by the Directors (taking into account, among other things, the Manager's recommendation, market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company) and in circumstances where it would be in the best interests of Shareholders and the Company generally (as determined by the Directors).

Subject to the Articles and the Companies Law, the Directors intend that any Ordinary Shares purchased in the market under this authority will be cancelled or held in treasury. Any Ordinary Shares held in treasury may in the future be cancelled, transferred or sold for cash, or used to meet the Company's payment obligations under the Management Agreement. Whilst any Ordinary Shares are held in treasury, such Ordinary Shares are not entitled to receive any dividends and have no voting rights.

The Directors believe that it is appropriate for the Company to have the option to hold its own Ordinary Shares in treasury and that doing so enables the Company to re-sell or transfer the Ordinary Shares quickly and cost effectively or use them to satisfy obligations under the Management Agreement and provides the Company with additional flexibility in the management of its capital base. The decision whether to cancel any Ordinary Shares purchased by the Company or hold in treasury such Ordinary Shares will be made by the Directors at the time of purchase, on the basis of what they consider to be the Company's and Shareholders' best interests. The Directors will have regard to any investor group guidelines which may be in force at the time of any such purchase, cancellation, holding or re-sale of Ordinary Shares held in treasury. As at the Latest Practicable Date before publication of this Notice of Annual General Meeting, 8,411,994 Ordinary Shares were held in treasury by the Company.

If approved, the authority sought under Resolution 10 will expire at the end of the Company's next annual general meeting, or on 31 July 2021, whichever is sooner. The Directors intend to seek renewal of this authority at each annual general meeting of the Company.

Purchases of Ordinary Shares may be made only in accordance with the Companies Law, the Articles and the Disclosure Guidance and Transparency Rules. Although the Company is not required to comply with the provisions of Chapter 12 of the Listing Rules regarding market repurchases by the Company of its Shares, the Company has adopted a policy consistent with the provisions of Listing Rules 12.4.1 and 12.4.2. Shareholders should note that the purchase of Ordinary Shares by the Company is at the absolute

discretion of the Directors and is subject to the working capital requirements of the Company and the amount of cash available to the Company to fund such purchases.

The Directors have considered any potential conflicts of interest which may arise through any repurchase of the Ordinary Shares and do not believe they are conflicted in recommending that shareholders vote in favour of this resolution.

Resolutions 11 and 12: Additional resolutions authorising the disapplication of pre-emption rights.

The Articles contain pre-emption rights (the "**Pre-Emption Rights**") which mean that, in order for the Directors to have the authority, in certain circumstances, to issue equity securities (as defined in the Articles) (or sell equity securities from treasury) for cash free of the Pre-Emption Rights, such Pre-Emption Rights must be disapplied.

Resolution 11 is the first disapplication authority sought and is to authorise the Directors to allot and issue (or to sell Ordinary Shares from treasury) up to 10 per cent. of the Company's issued ordinary share capital (inclusive of Ordinary Shares held in treasury) as at the Latest Practicable Date as if the pre-emption rights in the Articles did not apply.

Resolution 12 is in addition to the disapplication authority sought under Resolution 11 and is to authorise the Directors to allot and issue (or to sell Ordinary Shares from treasury) up to a further 10 per cent. of the Company's issued ordinary share capital (inclusive of Ordinary Shares held in treasury) as at the Latest Practicable Date as if the pre-emption rights in the Articles did not apply.

Resolutions 11 and 12 would, if approved, replace the authorities granted by Resolutions 12 and 13 of the Shareholder Resolutions passed at the annual general meeting of the Company on 19 June 2019 which will expire on the conclusion of the AGM.

In the Directors' opinion, the disapplication of the Pre-Emption Rights as proposed in Resolutions 11 and 12 will have the following benefits for Shareholders:

- the Company will be able to raise additional capital promptly, enabling it to take advantage of current and future investment opportunities, thereby further diversifying its investment portfolio;
- an increase in the market capitalisation of the Company will help to make the Company attractive to a wider investor base;
- it is expected that the liquidity of the Company's Ordinary Shares on the secondary market will be further enhanced as a result of a larger and more diversified shareholder base; and
- the Company's fixed running costs will be spread across a wider shareholder base, thereby reducing the total expense ratio.

New Ordinary Shares will only be issued (or sold from treasury) under Resolutions 11 and 12 at a minimum issue price equal to the last published NAV per Ordinary Share at the time of allotment together with a premium intended to at least cover the costs and expenses of the issue or sale from treasury of such Ordinary Shares (including without limitation any commissions), thereby avoiding any dilution of NAV per Ordinary Share.

Whilst existing Shareholders' voting rights will be diluted (to the extent that existing Ordinary Shareholders do not subscribe for or purchase further Ordinary Shares), the Directors believe this consideration is offset by the benefits set out above.

The Directors will use the authority granted under Resolutions 11 and 12 (if passed) only when they consider it to be in the best interests of Shareholders and the Company generally.

Any Ordinary Shares issued pursuant to the authorities granted by Resolutions 11 and 12 (if passed) will be issued in registered form and may be held in certificated or uncertificated form. Temporary documents of title will not be issued pending the dispatch of definitive certificates for the Ordinary Shares. The new Ordinary Shares will rank equally with existing Ordinary Shares, including as to any right to receive dividends (save for any dividends or other distributions declared, made or paid on the Ordinary Shares by reference to a record date prior to the allotment of the relevant new Ordinary Shares).

An application will be made to the London Stock Exchange for any new Ordinary Shares issued pursuant to Resolutions 11 and 12 to be admitted to trading on the Specialist Fund Segment of the Main Market of the London Stock Exchange.

If approved, these authorities will expire at the end of the Company's next annual general meeting, or on 31 July 2021, whichever is sooner. The Directors may seek a renewal of both of these authorities at each annual general meeting of the Company.

Impact of COVID-19 on the AGM

The Board values the opportunity to engage with Shareholders who, under normal circumstances, would be very welcome to attend the AGM in person, but at present this is strongly discouraged as the health of the Company's stakeholders is of paramount importance to us. We recognise the current Government guidance designed to mitigate the spread of COVID-19, and specifically the current restrictions relating to public gatherings and travel (the "**COVID-19 Measures**"). In light of the COVID-19 Measures, we strongly urge all Shareholders to register their vote in advance by appointing the chair of the AGM as their proxy and giving voting instructions using the Form of Proxy accompanying this document.

If COVID-19 Measures remain in place, and if there are measures restricting public gatherings and travel restrictions as at the date of the AGM, Shareholders will not be permitted to attend in person (other than a very limited number of individuals necessary to form the quorum, which will be facilitated by the Company).

The Company will be monitoring carefully the Government restrictions which are in force on the date of the AGM to ensure that appropriate arrangements are in place. Please contact the Company Secretary prior to the deadline for returning your proxy if you are considering appointing someone other than the chair of the meeting to act as your proxy or if you are considering attending in person.

Shareholders who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to the Company Secretary (jersey.bp2s.ejf.cosec@bnpparibas.com). Up to date information and any changes to the AGM arrangements contained in the Notice of AGM will be communicated via the Company's website (<https://www.ejfi.com/>) and the London Stock Exchange.

Action to be taken

The action to be taken in respect of the AGM depends on whether you hold your Shares in certificated form or in uncertificated form (that is, in CREST).

Certificated Shareholders

Please check that you have received a Form of Proxy for use in respect of the AGM with this document.

You are strongly encouraged to complete your Form of Proxy, either electronically or in hard copy form, in accordance with the instructions printed thereon. Certificated Shareholders may vote online by visiting www.investorcentre.co.uk/eproxy. Please note you will require the control number, PIN and shareholder reference number detailed on your Form of Proxy form to access online voting.

If a hard copy Form of Proxy is completed then it must be signed and returned to the Registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

It is recommended that you complete the Form of Proxy as soon as possible as, to be valid, your completed form must be received by the Registrar (either in hard copy, or electronically) not later than 2.00 pm (BST) on 30 June 2020.

Submission of the Form of Proxy will enable your vote to be counted at the AGM in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the AGM or any adjournment thereof, in person should you wish to do so and are able to do so. Please, however, note the information in the letter from the Chair regarding the COVID-19 Measures and attendance in person at this year's AGM.

If you have any queries relating to the completion of the Form of Proxy, please contact Computershare Investor Services (Jersey) Limited on +44(0)370 707 4040. Calls are charged at the standard geographic rate and may vary depending on the provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 am – 5.30 pm (BST), Monday to Friday excluding public holidays in England and Wales. Please note that Computershare Investor Services (Jersey) Limited can only provide information regarding the completion of the Form of Proxy and cannot provide any financial, legal or tax advice. Calls may be recorded and monitored for security and training purposes.

Uncertificated Shareholders

CREST members can appoint proxies using the CREST electronic proxy appointment service and transmit a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual (available via www.euroclear.com/CREST).

You are strongly encouraged to complete your CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual as soon as possible, but in any event so as to be received by the Registrar, 3RA50, no later than 2.00 pm (BST) on 30 June 2020.

This will enable your vote to be counted at the AGM in the event of your absence. The completion and return of the CREST Proxy Instruction will not prevent you from attending and voting at the AGM, or any adjournment thereof, in person should you wish to do so and are able to do so. Please, however, note the information in the letter from the Chair regarding the COVID-19 Measures and attendance in person at this year's AGM.

Recommendation

The Directors consider all of the Resolutions to be in the best interests of Shareholders as a whole and recommend that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings (if any).

Yours faithfully,



**Joanna Dentskevich
Chair
EJF Investments Ltd**

DEFINITIONS

The following definitions apply throughout this document, unless otherwise specified:

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| 2022 ZDP Shares | 2022 ZDP Shares zero dividend preference shares with a repayment date of 30 November 2022 |
| 2025 ZDP Shares | 2025 ZDP Shares zero dividend preference shares with a repayment date of 18 June 2025 which are proposed to be issued in accordance with the authority being sought at the EGM (if passed), the Prospectus and the Articles |
| Annual General Meeting or AGM | the annual general meeting of the Company to be held at IFC1, The Esplanade, St Helier, Jersey, JE1 4BP at 2.00 pm (BST) on 2 July 2020, convened by the Notice of Annual General Meeting (including any adjournment thereof), and at which the Resolutions will be proposed |
| Audit Committee | the audit committee of the Company appointed in accordance with the Articles |
| Articles | the articles of association of the Company in force at the date of this Circular |
| Board | the board of Directors of the Company |
| BST | British Summer Time |
| Business Day | a day (except Saturday or Sunday) on which banks in the City of London and Jersey are normally open for business or such other day as the Directors determine |
| certified or in certified form | not in uncertified form |
| Circular | this document |
| Companies Law | the Companies (Jersey) Law 1991, as amended, extended or replaced and any ordinance, statutory instrument or regulation made thereunder |
| Company | EJF Investments Ltd, a closed-ended investment company incorporated with limited liability in the Bailiwick of Jersey under the Companies Law on 20 October 2016 with registered number 122353, whose registered office is the Registered Office |
| COVID-19 Measures | has the meaning ascribed to this term in the Letter from the Chair |
| CREST | the facilities and procedures for the time being of the relevant system of which Euroclear UK & Ireland Limited has been approved as operator pursuant to the Uncertificated Securities Regulations 2001 of the United Kingdom (SI No. 2001/3755) and the Companies (Uncertificated Securities (Jersey) Order 1999 |
| CREST Proxy Instruction | a proxy instruction message submitted through CREST in accordance with the CREST Manual (available via www.euroclear.com/CREST) |
| C Shares | the non-redeemable "C" shares of no par value in the capital of the Company which, for the avoidance of doubt includes all classes of C Shares (denominated in such currency as the Directors may determine in accordance with the Articles) having the rights and subject to the restrictions set out in the Articles and which will convert into Ordinary Shares in accordance with the terms of the Articles |
| Directors | the directors of the Company from time to time |
| Disclosure Guidance and Transparency Rules | the disclosure guidance and transparency rules made by the Financial Conduct Authority under Part VI of FSMA |

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| EGM | the extraordinary general meeting of the Company to be held on 16 June 2020 in connection with proposed placing of 2025 ZDP Shares |
| EJF | EJF Capital LLC |
| Financial Conduct Authority | the UK Financial Conduct Authority and any successor regulatory authority |
| Form of Proxy | the form of proxy which accompanies this document for use by Shareholders who hold their Ordinary Shares in certificated form in relation to voting at the Annual General Meeting |
| FSMA | the Financial Services and Markets Act 2000 of the United Kingdom, as amended |
| JFSC | Jersey Financial Services Commission |
| KPMG LLP | a limited liability partnership whose registered office is at 15 Canada Square, London, E14 5GL |
| Latest Practicable Date | 28 May 2020 |
| Listing Rules | the listing rules made by the Financial Conduct Authority under Part VI of FSMA |
| London Stock Exchange | the London Stock Exchange plc |
| Management Agreement | the amended and restated management agreement dated 27 February 2019 between the Company, EJF Investments LP, EJF Investments GP Inc., the Manager and EJF Capital LLC, as may be amended and/or restated from time to time |
| Manager | EJF Investments Manager LLC |
| NAV | the value, as at any date, of the assets of the Company after deduction of all liabilities of the Company, as more particularly defined in the Articles and determined in accordance with the accounting policies adopted by the Company from time to time |
| NAV per Ordinary Share | the NAV, as at any date, attributable to the Ordinary Shares divided by all of the Ordinary Shares in issue at the relevant date (other than Ordinary Shares held in treasury) |
| Notice of Annual General Meeting | the notice of the Annual General Meeting set out at the end of this document |
| Ordinary Resolution | a resolution of the Company in general meeting adopted by a simple majority of the votes cast at that meeting |
| Ordinary Shares | non-redeemable ordinary shares of no par value in the capital of the Company which, for the avoidance of doubt, includes all classes of ordinary shares (denominated in such currency as the Directors may determine in accordance with the Articles) having the rights and subject to the restrictions set out in the Articles, and does not include C Shares |
| Pre-Emption Rights | pre-emption rights provided pursuant to the Articles |
| Registered Office | the registered office of the Company at IFC1, The Esplanade, St Helier, Jersey, JE1 4BP |
| Registrar | Computershare Investor Services (Jersey) Limited |
| Resolutions | the resolutions to be proposed at the AGM |
| Shares | Ordinary Shares, C Shares and ZDP Shares, as the context may require |
| Shareholder(s) | any Ordinary Shareholder(s), C Shareholder(s) and any ZDP Shareholder(s,) as the context may require |
| Shareholder Resolution | an Ordinary Resolution or a Special Resolution |

| | |
|------------------------------|--|
| Special Resolution | a resolution of the Company passed as a special resolution in accordance with the Companies Law |
| U.S. Persons | "U.S. persons" as defined in Regulation S under the U.S. Securities Act |
| U.S. Securities Act | the U.S. Securities Act of 1933, as amended |
| United States or U.S. | the United States of America, its territories and possessions, any state of the United States and the District of Columbia |
| ZDP Shareholder | the holder of one or more ZDP Shares |
| ZDP Shares | the redeemable zero dividend preference Shares of no par value in the capital of the Company which, for the avoidance of doubt, includes all Classes of ZDP Shares (denominated in such currency as the Directors may determine in accordance with the Articles) having the rights and subject to the restrictions set out in the Articles |

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that an Annual General Meeting of EJF Investments Ltd (the "**Company**") will be held at the IFC1, The Esplanade, St Helier, Jersey, JE1 4BP on 2 July 2020 at 2.00 pm (BST) to consider and, if thought fit, pass the following Resolutions, of which Resolutions 1 to 9 (inclusive) will be proposed as Ordinary Resolutions and Resolutions 10 to 12 (inclusive) will be proposed as Special Resolutions.

ORDINARY RESOLUTIONS

1. **THAT** the report of the directors of the Company and the annual report and audited financial statements for the year ended 31 December 2019 be received and adopted.
2. **THAT** the Directors' remuneration report (which is set out in the annual report and audited financial statements of the Company for the year ended 31 December 2019) be approved.
3. **THAT** Joanna Dentskevich be re-elected as a director of the Company.
4. **THAT** Alan Dunphy be re-elected as a director of the Company.
5. **THAT** Nick Watkins be re-elected as a director of the Company.
6. **THAT** Neal J. Wilson be re-elected as a director of the Company.
7. **THAT** the Company's dividend policy to continue to pay quarterly interim dividends per financial year (which, in the financial year ending 31 December 2019, have totalled 10.7 pence per Ordinary Shares) be approved.
8. **THAT** KPMG LLP be appointed as auditor of the Company to hold office from the conclusion of the AGM to the conclusion of the next annual general meeting of the Company.
9. **THAT**, conditional on Resolution 8 above being passed, the Audit Committee be authorised for and on behalf of the Board to determine remuneration of KPMG LLP as the Company's auditor.

SPECIAL RESOLUTIONS

10. **THAT**, in substitution for Resolution 10 of the Shareholder Resolutions passed at the annual general meeting of the Company on 19 June 2019, the Company be generally and unconditionally authorised in accordance with Article 57 of the Companies Law (subject to any applicable legislation and regulations) to make market purchases of its own Ordinary Shares in accordance with the Articles and on such terms as the Directors think fit, provided that:
 - (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 9,165,665 (representing approximately 14.99 per cent. of the total issued ordinary share capital (exclusive of Ordinary Shares held in treasury) as at the Latest Practicable Date prior to the publication of this Notice of Annual General Meeting);
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is one pence per Ordinary Share (or equivalent in any other currency); and
 - (c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is 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 Daily Official List of the London Stock Exchange) for the five Business Days immediately preceding the day on which such Ordinary Share is contracted to be purchased; and

- (ii) the higher of:
 - I. the price of the last independent trade of an Ordinary Share; and
 - II. the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out,

and the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company (or, if earlier, close of business on 31 July 2021) (unless previously revoked, varied, renewed or extended by the Company in general meeting), save that (i) the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract; and (ii) the Company be generally and unconditionally authorised to cancel or hold in treasury any of the Ordinary Shares purchased pursuant to this Resolution 10 and the Directors may, at their discretion, subsequently cancel, sell or transfer such Ordinary Shares held in treasury in accordance with Article 58A of the Companies Law.

11. **THAT** the Directors of the Company be and are hereby generally and unconditionally authorised to allot and issue (or to sell Ordinary Shares from treasury) an aggregate of up to 7,695,371 Ordinary Shares, representing approximately 10 per cent. of the Company's total issued ordinary share capital (inclusive of Ordinary Shares held in treasury) as at the Latest Practicable Date prior to the publication of this Notice of Annual General Meeting, for cash in whatever currency and at whatever price they may determine as if any pre-emption rights conferred by the Articles did not apply to such allotment and issue (or sale from treasury), such authority to expire on conclusion of the next annual general meeting of the Company (or, if earlier, 31 July 2021) save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of Ordinary Shares in pursuance of such an offer or agreement as if such authority had not expired. For the avoidance of doubt this authority:
- (a) is independent to and shall replace the authorities granted by Resolutions 12 and 13 of the Shareholder Resolutions passed at the annual general meeting of the Company on 19 June 2019;
 - (b) may be used at any time in favour of the Manager in satisfaction of any incentive fees due to it under and in accordance with the terms of the Management Agreement.
12. **THAT** the Directors of the Company be and are hereby generally and unconditionally authorised to allot and issue (or to sell Ordinary Shares from treasury) an aggregate of up to 7,695,371 Ordinary Shares, representing approximately a further 10 per cent. of the Company's total issued ordinary share capital (inclusive of Ordinary Shares held in treasury) as at the Latest Practicable Date prior to the publication of this Notice of Annual General Meeting, for cash in whatever currency and at whatever price they may determine as if any pre-emption rights conferred by the Articles did not apply to such allotment and issue (or sale from treasury), such authority to expire on conclusion of the next annual general meeting of the Company (or, if earlier, 31 July 2021) save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of Ordinary Shares in pursuance of such an offer or agreement as if such authority had not expired. For the avoidance of doubt this authority:
- (a) is independent to and shall replace the authorities granted by Resolutions 12 and 13 of the Shareholder Resolutions passed at the annual general meeting of the Company on 19 June 2019;
 - (b) is in addition to the authority to be granted pursuant to Resolution 11 above (if passed); and
 - (c) may be used at any time in favour of the Manager in satisfaction of any incentive fees due to it under and in accordance with the terms of the Management Agreement.

By Order of the board of directors of the Company:

Company Secretary
BNP Paribas Securities Services S.C.A., Jersey Branch

Registered Office:

IFC1
The Esplanade
St Helier
Jersey
JE1 4BP

Date: 29 May 2020

Defined terms used in this notice shall bear the same meanings as those ascribed to them in the Circular issued by the Company to the Ordinary Shareholders dated 29 May 2020.

Please note that, due to the COVID-19 Measures, Shareholders are strongly urged to appoint the chair of the AGM as their proxy. The Company may not be in a position to allow attendance in person at the AGM (other than a very limited number of individuals necessary to form the quorum, which will be facilitated by the Company).

Notes

1. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to a meeting to attend, speak and vote on the same occasion, provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by a Shareholder. To appoint more than one proxy, the proxy form should be photocopied and the name of the proxy to be appointed indicated on each form together with details of the Shares (including Share numbers, if applicable) that such proxy is appointed in respect of.

This year, in view of the COVID-19 Measures, we are strongly urging all Shareholders to appoint the chair of the AGM as their proxy. Those who wish to ask a question of the Board relating to the business of the meeting can do so by sending an email to the Company Secretary (jersey.bp2s.ejf.cosec@bnpparibas.com).

2. A Form of Proxy is enclosed with this document. In order to be valid any proxy form or other instrument appointing a proxy must be returned duly completed by one of the following methods no later than 2.00 pm (BST) on 30 June 2020:
 - **(for certificated Shareholders)** if submitted electronically, in accordance with the instructions set out on the Form of Proxy. In particular, certificated Shareholders may vote online by visiting www.investorcentre.co.uk/eproxy. Please note you will require the control number, PIN and shareholder reference number detailed on your Form of Proxy form to access online voting. If a hard copy form is completed, it should be signed and sent by post, by courier, or delivered by hand to the following address: Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol, BS99 6ZY.
 - **(for uncertificated Shareholders only)** in electronic form through CREST – please see the heading 'CREST Members' below.
3. Submission of a proxy appointment will not preclude a Shareholder from attending and voting at the AGM should they wish to do so and are able to do so. Please, however, note the information in the letter from the Chair regarding the COVID-19 Measures and attendance in person at this year's AGM.
4. To direct your proxy on how to vote on the resolutions, mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 AGM.
5. In accordance with Article 40 of the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company has fixed 6.00 pm (BST) on the Latest Practicable Date as the record date for determining the uncertificated members entitled to receive notice of the meeting and the Form of Proxy, so that such persons entered on the Company's register of members at that time are the persons so entitled.
6. Pursuant to the Companies (Uncertificated Securities) (Jersey) Order 1999, the Company specifies that only those Shareholders registered in the register of members of the Company by close of business on the date which is two days before the meeting or adjourned meeting shall be entitled to attend and vote at the AGM (or appoint a proxy) in respect of the number of Shares registered in their name at that time. Changes to entries on the register of members after close of business on the date which is two days before the meeting or adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the AGM (or appoint a proxy).
7. **Joint holders** - 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).

8. **Power of attorney** - Any power of attorney or any other authority under which your Form of Proxy is signed (or a duly certified copy of such power or authority) must be returned to the Registered Office with your Form of Proxy.
9. **Corporate representatives** - 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. In the event that a corporation authorises more than one person and more than one of them purports to exercise powers as a Shareholder: (a) if they purport to exercise a power in the same way, the power is treated as exercised in that way; and (b) if they do not purport to exercise the power in the same way, the power is treated as not exercised (unless the corporate representatives are appointed in relation to different Shares held by the Shareholder).

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 AGM and any adjournment(s) of the AGM by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, a CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or 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 Company's agent (3RA50) by the latest time(s) for receipt of proxy appointments specified in the Notice of Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company'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 provider(s) should note that Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timing 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 personal CREST member or sponsored member or has appointed a voting service provider(s), to procure that his/her 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 sections of the CREST Manual (available via www.euroclear.com/CREST) 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 of the United Kingdom (SI No. 2001/3755), or the relevant provisions of the Companies (Uncertificated Securities) (Jersey) Order 1999.
14. Please, however, note the information in the letter from the Chair regarding the COVID-19 Measures and attendance in person at this year's AGM.

Changing or revoking your proxy

15. To change your proxy, simply submit a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard-copy Form of Proxy and would like to make a change using another hardcopy Form of Proxy, please contact the Registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. If you submit more than one valid proxy

appointment, the appointment last received before the latest time for the receipt of proxies will take precedence.

16. In order to revoke a proxy appointment you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Registrar. In the case of a Shareholder 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 or other representative of 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 be included with the revocation notice. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents (including the Form of Proxy).
17. The revocation notice must be received by the Registrar, Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 2.00 pm (BST) on 30 June 2020. Please note the information in the letter from the Chair regarding the COVID-19 Measures and the impact on the arrangements for this year's AGM.
18. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.
19. **Latest Practicable Date** – As at the Latest Practicable Date before the publication of this Notice of Annual General Meeting, the Company's issued ordinary share capital consisted of 76,953,707 Ordinary Shares (of which 15,808,509 Ordinary Shares were held in treasury). There were no C Shares in issue. Any Ordinary Shares held in treasury do not carry voting rights and so, as at the Latest Practicable Date, 61,145,198 Ordinary Shares carry one vote each. In addition, there were 15,000,000 2022 ZDP Shares in issue but the limited voting rights relating to the 2022 ZDP Shares do not entitle any holders of 2022 ZDP Shares to vote on the Resolutions. Therefore, the total voting rights in the Company as at the Latest Practicable Date are 61,145,198. In the event that 2025 ZDP Shares are issued prior to the date of the AGM, the holders of 2025 ZDP Shares will not be entitled to vote on the Resolutions.
20. **Directors' appointment letters** - Copies of the Directors' letters of appointment are available for inspection at the Registered Office of the Company during normal business hours on any Business Day and will be available for inspection at the place where the AGM is being held from 15 minutes prior to and during the meeting.