

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting (the "GM") of Touchstone Group Limited ("the Company") will be held at the offices of the Company, 46 Worship Street on 18th March 2021 at 11.00 am for the purpose of considering and, if thought fit, passing the following resolution proposed as a special resolution:

Special Resolution

1. THAT the terms of the buyback contracts to be made between the Company and each of the sellers detailed in the memorandum attached to the proposed draft proforma contract for the purchase by the Company of 1,887,036 ordinary shares of £0.10 each in the capital of the Company for £1.30 per ordinary share and a total aggregate consideration of £2,453,146.80, laid before the meeting and initialled by the Chair for the purpose of identification, are approved, and the Company is authorised to enter into those contracts."

By Order of the Board

Registered Office
46 Worship Street
London 19th
EC2A 2EA

David Thompson:
Non-Executive Chairman
February 2021

Notes to the Notice of General Meeting

1. Shareholders' right to appoint a proxy

A member is entitled to appoint the Chairman of the meeting to exercise all or any of the member's rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes. **Please note the restrictions on attendance at the GM this year as detailed in the Chairman's letter given the current situation with the Covid-19 pandemic.**

2. Proxy Voting

Proxy Voting Notes:

1. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated. **Please note the restrictions on attendance at the GM this year as detailed in the Chairman's letter given the current situation with the Covid-19 pandemic.**

2. A proxy does not need to be a member of the Company, but must attend the meeting to represent you. To appoint as your proxy the Chairman of the meeting, please indicate as such in the electronic system or printed form (a printed proxy form will only be sent if requested by you).

3. To direct your proxy how to vote on the Resolution please complete the vote on the electronic system, or mark an "X" on a printed form. 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 meeting.

4. In the case of a member which is a company, either a proxy form may be executed under its common seal, or alternatively signed on its behalf by a duly authorised officer or an attorney for the company.

5. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be received by Link Asset Services no later than 11.00 am on 16th March 2021.

6. In the case of joint holders, the signature of only one of the joint holders is required, but the names of all joint holders should be stated. The vote (whether in person or by proxy) of the first named on the register of member of the Company will be accepted to the exclusion of the other joint holders.

3. Voting

To be entitled to vote at the GM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 11:00am on 16th March 2021 (or, in the event of any adjournment, close of business on the date which is two days before the time of the adjourned meeting, excluding any part of a day that is not a working day). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting. Voting at the GM will be conducted by way of a poll rather than on a show of hands. The Board believes a poll is more representative of shareholders' voting intentions because shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account. It is expected that the total of the votes cast by shareholders for or against or withheld on the Resolution will be published on the Company's website, www.touchstone.co.uk, after the GM.

4. Number of Votes

As at 18th February 2021 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 9,772,237 issued ordinary shares of 10 pence each. The Company holds 262,086 of those issued shares in an employee benefit trust. Therefore, the total voting rights in the Company as at 18th February 2021 are 9,772,237.

5. Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its power as a member provided that they do not do so in relation to the same shares.

6. Enquiries

Except as provided above, members who have general queries about the GM should use the following means of communication (no other methods of communication will be accepted):

- by telephone to Link Asset Services on 0371 664 0300 (calls cost the standard geographical rate). Lines are open 9:00 am to 5.30 pm Monday to Friday, excluding public holidays in England and Wales;
- by post to Link Asset Services at The Registry, PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF; or
- by voting online at www.signalshares.com. You will need your Investor Code which can be found on your share certificate, and on previous dividend documentation.
- or email at touchstone-buyback@touchstone.co.uk

10. Notice of GM on Company's website

A copy of this notice can be found on the Company's website at www.touchstone.co.uk in the Investor Relations section.

TOUCHSTONE GROUP LTD – NOTICE MEMORANDUM

Shareholder	Shares	Shareholder	Shares	Shareholder	Shares
Akers	1,250	Gottrell	500	Raiees	1,250
Active Value Ltd	6	Gray	500	Richardson	1,250
Adams	500	Halifax	1,786	Robinson	2,000
Akula	1,250	Halston	4,250	Ryan	1,250
Allan	1,250	Hamlington	4,750	Savory	340
Allpass	140	HargreavesL for Cameron	1,904	Serinet	1,250
Ampalavana	500	HargreavesL for Jackson	2,041	ShareCentre For Cockerill	15,000
Andrews I	40,000	Harrison	5,000	Shaw	217
Andrews L	40,000	Henderson	1,250	Singh	6,500
Archer	1,250	Herrisier	500	Snape	1,250
Atkinson	500	Houiellebecq	70	Solomon	1,000
Austin	3,250	HSBC For Jacobs	474	Spencer	1,250
Barclays For Brenig-Jones	1,360	Hundle	442	Stephens	3,250
Barclays For Evans	1,964	Hunt	1,000	Tang	500
Barclays For Hunt	6,000	Huntley	4,000	Tartan Investment Partners	649,656
Barker	500	Interactive Investors for 4 clients	12,710	Tyrer	500
Beadle	1,000	James	1,250	Vanhegan	26,057
Birch K + Family Including: <i>Birch K (282,140 shares)</i>	299,540	Jennings	2,500	Vernon White	224
<i>Birch L (8,000 shares)</i>		Jones	17,250	Walker	754
<i>Birch R (9,400 shares)</i>		Kelly	1,250	Walker-Smith	1,926
Birch D	185,700	Khan	1,250	Walsh	4,250
Birch P	103,450	Khanzada	1,250	Ward	20,250
Bhimani	3,275	Kirby	3,250	Watson	1,250
Blackwood	1,250	Landsteinar Holdings Ltd	58,741	Wayne H	69,000
Bramall	3,000	Layzell	22,250	Wells	300
Brooke	1,325	Le Brocq	6,250	Worley	1,250
Bryer	500	Lever	510		
Burke	510	Loftsson	8,000	Total	1,887,036
Butler	9,000	Loukianos	7,554		
Calder	1,668	Mackay	600		
Chemnitz	1,250	Macleod	1,000		
Coppell	4,750	MacQuarrie	318		
Couser	1,250	Marchant	1,250		
Crichton	1,250	Maris	3,250		
Cross	1,000	Markus	2,370		
Cryer	350	Mason	1,181		
Cutts	12,250	McBrearty	1,250		
Davies	1,250	McCarroll	2,000		
Davis	9,222	McDowell	900		
Deffains	500	McIntyre	750		
Dillon	1,750	Middleton G	922		
Donohoe	9,300	Middleton L	10,500		
Duggan	14,000	Mistry	1,250		
Dunkley	726	Muggleton	1,250		
Eliasson	3,250	Nankivell	4,500		
Equiniti For Sumner	500	Neal	4,500		
Falkner	500	Neary	1,250		
Fenton	3,972	Neves	500		
Ferguson	1,250	Newsome	500		
Flannery	5,000	Nixon	500		
Ford	1,250	Nolan	3,674		
Fotheringham	1,750	Oakes	8,357		
Freelove	7,000	Ozanne	10,500		
Gardner	500	Parikh	7,500		
Gibbins	3,000	Pegram	23,250		
Gold	11,250	Pessago	500		
		Pursley	500		