

**NOTICE OF ANNUAL GENERAL MEETING
TOUCHSTONE GROUP PLC**

(Incorporated and registered in England and Wales under number 03537238)

Notice is hereby given that the 2019 annual general meeting of Touchstone Group PLC (the "Company") will be held at 46 Worship Street, London EC2A 2EA on Monday 3rd September 2019 at 12.30 p.m. to consider, and if thought fit, to pass the following resolutions which, in the case of resolutions 1, 2, 3, 4 and 5 will be proposed as ordinary resolutions and, in the case of resolution 6, will be proposed as a special resolution.

This year, you will not receive a form of proxy for the AGM in the post. Instead you will find instructions in the section entitled 'Notes to the Notice of Annual General Meeting and Proxy Voting Notes' to enable you to vote electronically and how to register to do so. To register you will need your investor code, which can be found on your share certificate. Submission of a proxy vote will not preclude you from attending and voting at the AGM in person and you may request a paper form of proxy from our registrar, Link Asset Services. Proxy votes should be submitted as early as possible and in any event by no later than 12.30 pm on 30th August 2019 in order to count towards the vote.

Resolution No:

ORDINARY RESOLUTIONS

1. TO receive and adopt the Company's annual accounts for the financial year ended 31st March 2019 together with the reports of the directors and auditors thereon.
2. TO re-elect Mr David Thompson who retires from office in accordance with article 18.4 of the Company's articles of association.
3. TO re-appoint RSM UK Audit LLP as the auditors to the Company to hold office from the conclusion of this meeting until the conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.
4. TO declare a final dividend of 9.5 pence per ordinary share in respect of the accounting period to 31st March 2019 payable to the registered holders of the issued ordinary shares in the Company at the date of this resolution.
5. THAT in substitution for any existing authorities, in accordance with section 551 of the Companies Act 2006 the directors be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £325,744 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months after the date of passing of this resolution or at the conclusion of the next annual general meeting of the Company, whichever first occurs, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

6. THAT subject to the passing of resolution 5 (above), in substitution for any existing authorities the directors be and are generally empowered in accordance with section 570 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 5 (above) as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the grant of options to subscribe for shares in the Company, and the allotment of shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or granted by the Company;
 - (b) the allotment of equity securities in connection with or pursuant to an offer to the holders of ordinary shares in the Company and other persons entitled to participate therein, in the proportion (as nearly as may be practicable) to such holders' holdings of such shares (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the directors may feel necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory body or stock exchange; and
 - (c) the allotment otherwise than pursuant to sub paragraphs (a) and (b) above of equity securities up to an aggregate nominal amount of £97,722,

and shall (unless previously renewed, varied or revoked by the Company) expire 15 months after the date of passing of this resolution or at the conclusion of the next annual general meeting of the Company, whichever first occurs, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

This NOTICE is dated the day of 31st July 2019

BY ORDER OF THE BOARD



.....
David Birch
Director and Secretary

Registered Office:

46 Worship Street
London
EC2A 2EA

Notes to the notice of Annual General Meeting and Proxy Voting Notes

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can only appoint a proxy using the procedures set out in these notes.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you will need a separate proxy form in relation to each appointment. Please state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please follow the guidance outlined in note 5 below.
4. If you do not give your proxy an indication of how to vote on any resolution, 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.
5. **Members are recommended to vote their shares electronically at www.signalshares.com. On the home page, search 'Touchstone Group' and then register or log in, using your investor code, which can be found on your share certificate, or on previous dividend payment paperwork sent to you. To vote at the AGM, click on the 'Vote Online Now' button by not later than 12.30pm 30th August 2019 (or 48 hours - excluding weekends and public holidays - before the time appointed for any adjournment of it). Electronic votes and proxy votes should be submitted as early as possible and in any event, to be received by no later than 12.30pm 30th August 2019.**

If you do not vote electronically and wish for a printed form, please contact: Link Market Services Shareholder Services, 34 Beckenham Road, Beckenham, Kent BR3 4TU (Telephone: 0371 664 0330), or register to use the Shareholder online portal and submit your request for a printed copy through: www.signalshares.com

6. 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.
7. 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 a person other than the Chairman of the meeting, insert their full name and address where indicated in the electronic or printed form (a printed proxy form will only be sent if requested through Link Assets Services). If you complete and submit proxy form with no name inserted, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
9. To direct your proxy how to vote on the resolutions 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.
10. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

ANNUAL GENERAL MEETING EXPLANATORY NOTES

The Annual General Meeting (the "AGM") will be held at 46 Worship Street, London EC2A 2EA on Monday 3rd September 2019 commencing at 12.30 p.m.

There are six resolutions (the "Resolutions") proposed at the AGM, of which Resolutions 1 to 5 will be proposed as ordinary resolutions and Resolution 6 will be proposed as a special resolution. The Resolutions relate to the following:-

Resolution 1 – Annual Reports and Accounts

The Directors are required to lay before shareholders at the AGM the Annual Report and Accounts for the year ended 31st March 2019.

Resolutions 2 – Re-election of Director

David Thompson is retiring by rotation under the Articles of Association of the Company and will be standing for re-election.

Resolution 3 – the Auditor

The shareholders are asked every year to approve the appointment of the auditors, RSM UK Audit LLP and agree that the Directors may approve their remuneration.

Resolution 4 – Declaration of a Final Dividend

It is proposed that a final dividend of 9.5 pence per ordinary share in respect of the period ending on 31st March 2019 be declared. If the resolution is passed, the dividend will be payable to all holders of ordinary shares on the date of the resolution.

Resolution 5 – Authority to Allot

This resolution will, if passed, authorise the directors to allot shares or grant rights to subscribe for or convert securities into shares up to a maximum nominal amount of £325,744 which represents approximately one third of the current issued share capital of the Company. This authority will expire on the date of the next annual general meeting or on 3rd December 2020, whichever is earlier.

Resolution 6 – Disapplication of Pre-emption Rights

This resolution will, if passed, authorise the directors to allot equity securities free from statutory pre-emption rights in connection with grants of employee options, pro rata issues of new shares to existing shareholders and otherwise in respect of allotments of shares for cash up to an aggregate nominal amount of £97,722 represents approximately 10% of the current issued share capital of the Company. This authority will expire on the date of the next annual general meeting or on 3rd December 2020, whichever is earlier.