

Notice of General Meeting

Touchstone Group Limited

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 16th March 2023 at 11.00 am for the purpose of considering and, if thought fit, passing the following resolutions, of which resolution 1 shall be proposed as a higher majority resolution, and resolutions 2 and 3 shall be proposed as special resolutions (together the “Resolutions”):

Higher Majority Resolutions

- 1 THAT, upon the recommendation of the directors, a final dividend of 15 (fifteen) pence, together with an interim special dividend of 15 (fifteen) pence, per ordinary share of 10 pence each in the capital of the Company is declared for the year ended 31 March 2022 payable on 21st March 2023 to the holders of those shares on the register of members of the Company at the close of business on 24th February 2023.

Special Resolutions

- 2 THAT new Articles of Association in the form presented to the General Meeting and initialled by any director for the purposes of identification be adopted in substitution for the existing articles of association of the Company.
- 3 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 672,400 ordinary shares of £0.10 each in the capital of the Company for £2.05 per ordinary share and a total aggregate consideration of £1,378,420 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, provided that this authority shall expire six months after the date of passing of this resolution.

This NOTICE is dated the 21st day of February 2023

By Order of the Board

Keith Birch
Director

Registered Office:
46 Worship Street
London
EC2A 2EA

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.

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.
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 Group no later than 11.00 am on 14th March 2023.
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 General Meeting (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 14th March 2023 (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 General Meeting 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 each resolution will be published on the Company's website, www.touchstone.co.uk, after the General Meeting.

4. Number of Votes

As at 21st February 2023 (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 21st February 2023 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 General Meeting should use the following means of communication (no other methods of communication will be accepted):

- by telephone to Link Group on 0371 664 0300 and +44 (0) 371 664 0300 (international). Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 08:00 - 17:30, Monday to Friday excluding public holidays in England and Wales - by post to Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; 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 General Meeting 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.

GENERAL MEETING EXPLANATORY NOTES

The General Meeting (the “GM”) will be held at 46 Worship Street, London EC2A 2EA on 16th March 2023 commencing at 11.00am.

There are three resolutions (the “Resolutions”) proposed at the AGM, of which resolution 1 shall be proposed as a higher majority resolution (meaning a resolution of the members passed by a majority of no less than 65% of those members entitled to vote), and resolutions 3 and 4 shall be proposed as special resolutions. The Resolutions relate to the following:-

Resolution 1 – Declaration of a Final Dividend

The Directors have recommended that a final dividend of £0.30 per ordinary share in respect of the period ending on 31 March 2022 be declared. This final dividend is a combination of a final dividend of £0.15 per ordinary share and a special interim dividend of £0.15 per ordinary share. If the resolution is passed, the combined dividend will be payable to all holders of ordinary shares at the close of business on 21st March 2023.

Resolution 2 – Adoption of new Articles of Association

It is proposed that the Company adopts new articles of association in the form presented to the GM.

Resolution 3 – Repurchase of shares in the Company

It is proposed that the Company repurchase a total of ordinary shares from those shareholders listed in the memorandum presented to the General Meeting at a price of £2.05 per ordinary share. The authority to repurchase ordinary shares to be granted by the passing of this resolution will expire six months from the date of the GM.

The proforma Buyback Contract and the Memorandum will be available for inspection at the Company’s registered office for fifteen clear days before the GM and will be available at the meeting itself in accordance with the requirements of the Companies Act 2006.

General Meeting Memorandum

Name	Shares	Name	Shares	Name	Shares
Active Value Ltd	6	Devine	3,500	Nikolova I	500
Alder A	1,250	Dineley	3,100	Nurse O	214
Allan C	526	Doyle D	279	Oakes G	500
Amakye I	625	Drysdale A	1,000	Oakes M	20,000
Amirthalinghan R	500	Dunkley	726	O'Brien N	1,250
Andrews I	12,000	Dyer	800	O'Neil A	712
Andrews L	12,000	English C	500	Orr McIntosh Foundation	3,014
Balasubramanian P	471	Espinoza O	500	Patel H	2,000
Barclayshare for Mason	27,500	LR Nominees for Foulk D	2,098	Patel V	650
Barclayshare for Whiting	14,000	Foulk D	1,105	Pershing Nominees for Walker	754
Barrow J	2,726	Green	95	Pickard S	4,500
Barrow N	3,140	Groenewald C	334	Polledri A	4,750
Bath G	1,069	Haldenby T	1,411	Price S	500
Baxter J & J	98,300	Hannant C	147	Radhar	500
Beevor M	175	Harihara R	500	Personal Representatives of Reece	4,000
Birch D	30,000	Harper K	2,000	Savory	340
Birch K	30,000	Harper T	5,500	Simmons J & W	2,000
Mrs C Birch	500	Harrison A	6,555	Smithies L	2,750
Birch N	10,000	Harvey A	3,250	Teesdale P	2,000
Millar K	10,000	Heath B	750	Terry M	500
Birch P	50,000	Hickey C	103	Thompson D	13,750
Bramall L	3,000	Holmes P	1,056	Thornton J	2,000
Bramall S	3,500	Interactive for McIntyre	1,000	Toouli C	1,750
Bray James	967	Jackman C	1,608	Ward J	10,000
Bray Jonathan	967	Jackson M	4,203	Watson T	1,250
Brennan B	2,000	Jennett C	500	Wayne H	55,150
Buchanan T	3,817	Jarvis Nominees for Stredder D	43,750	Wheeler T	200
Budge M	4,312	Johnson O	3,000	Wignall S	16,768
Burke J	510	Jonsson S	4,750	Wilson D	1,000
Butler	8,000	King D	675	Wilson J	832
Carter F	914	Kramer A	2,857	Woodruff G	2,171
Chapman J	2,500	Lawshare for Bardrick Earnest	300	Zebrowski R	1,250
Charlton A	11,000	Lawshare for Thomson C	4,000	Zhang D	500
Choi J	3,250	Lawshare Nominees for Galpin	450		
Clarke E	500	Leach J	500		
Clifford A	12,000	Leighton H	140		
Clifford L	12,000	Lockwood G	3,000		
Cormack A	963	Lockwood J	1,250		
Cox A	1,250	Personal Representatives of Lucas	1,250		
Creffield M	9,388	Mahajan S & N	77		
Cutts P	5,000	Majumdar R	500		
Davis P	1,250	McDowell A	900		
Davis S	1,250	Mcintyre	1,000		
De Carle R	4,700	Morrille G	750	Per Share Price	£2.05
Dean S	500	Muunoja S	500	Total Shares	672,400
Dearsley	500	Personal Representatives of Nandakopan	3,250	Total Cost	£1,378,420