

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 Tuesday 17th October 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):

Higher Majority Resolutions

- 1 THAT, upon the recommendation of the directors, a final 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 2023 payable on 27th October 2023 to the holders of those shares on the register of members of the Company at the close of business on 29th September.

This NOTICE is dated the 25th day of September 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 13th Oct 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 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 13th October 11:00am (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 each resolution will be published on the Company's website, www.touchstone.co.uk, after the GM.

To vote electronically you will need to register an account with our Share Registrar. The account can be registered at: www.signalshares.com. You will need your Investor Code to set up an account. This is detailed on your share certificate, and any previous dividend paperwork you hold. Once registered as well as being able to vote electronically on the resolution, you can also update any address details, your preferred payment method and see your dividend history etc. We recommend registration.

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11.00 am on 13th October 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these

carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

4. Number of Votes

As at 22nd September 2023 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 7,282,998 issued ordinary shares of 10 pence each. The Company holds 215,086 of those issued shares in an employee benefit trust. Therefore, the total voting rights in the Company as at 22nd September 2023 are 7,282,998.

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 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 shareholderenquiries@linkgroup.co.uk

- 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 moreinfo@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.

GENERAL MEETING EXPLANATORY NOTES

The General Meeting (the “GM”) will be held at 46 Worship Street, London EC2A 2EA on 17th October 2023 commencing at 11.00am.

There is one resolution (the “Resolution”) proposed at the GM, 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). The Resolutions relate to the following:-

Resolution 1 – Declaration of a Final Dividend

The Directors have recommended that a final dividend of £0.15 per ordinary share in respect of the period ending on 31 March 2023 be declared. If the resolution is passed, the final dividend will be payable to all holders of ordinary shares on the share register at the close of business on 29th September 2023.