



## Notice of Annual General Meeting

**Notice is hereby given** that the one hundred and nineteenth annual general meeting of the Company will be held at the offices of WH Ireland, 24 Martin Lane, London EC4R 0DR, on 22 May 2023 at 12.00 p.m for the following purposes:

To consider and, if thought fit, pass the following resolutions of which resolutions 1, 2, 3 and 4 will be proposed as ordinary resolutions and resolutions 5 and 6 will be proposed as special resolutions:

### Ordinary business

1. To receive, consider and adopt the annual financial statements for the year ended 31 December 2022 together with the last directors' report and the auditors' report on those financial statements.
2. To reappoint John Leslie Christmas as a director of the Company who retires by rotation in accordance with the articles of association of the Company.
3. To reappoint Haysmacintyre LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the financial statements are laid before the Company and that their remuneration be fixed by the directors.
4. That the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**'Act'**) to allot Relevant Securities (as defined in the notes to this resolution) up to an aggregate nominal amount of £141,251 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 30 June 2024, or, if earlier, the date of the next annual general meeting of the Company after the passing of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the board may allot Relevant Securities in pursuance of that offer or agreement.

This resolution revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

### Special business

5. That subject to the passing of resolution 4 the directors be generally empowered to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by resolution 4 as if section 561 (1) of the Act did not apply to the allotment. This power shall be limited to:
  - 5.1 the allotment of equity securities in connection with an offer for securities open for acceptance for a period fixed by the directors by way of rights to
    - 5.1.1 holders of Ordinary Shares; and
    - 5.1.2 holders of such other equity securities as the directors may determine on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attaching to them (but subject to such exclusions or other arrangements necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or any stock exchange in any territory);
  - 5.2 the allotment of equity securities pursuant to the terms of any share scheme for directors and employees approved by the Company in general meeting;

5.3 the allotment (otherwise than pursuant to sub paragraphs 5.1 and 5.2 above) of equity securities up to an aggregate nominal value of £42,375,

provided that the power hereby conferred shall expire on 30 June 2024, or, if earlier, the date of the next annual general meeting of the Company after the passing of this resolution save that the directors 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 an offer or agreement as if the power conferred hereby had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

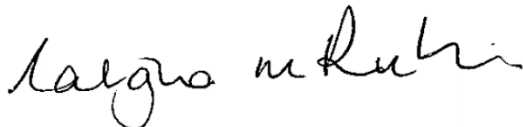
6. That in accordance with article 43 of the articles of association of the Company and Part 18 of the Act, the Company be and is hereby generally and unconditionally authorised for the purposes of section 166 of the Act to make one or more market purchases (as defined by section 693(4) of the Act) of its ordinary shares of 5p each in the capital of the Company subject to the following conditions:

6.1 the maximum aggregate number of ordinary shares which may be purchased is 847,507 being 10% of the Company's shares in issue as at 31 December 2022;

6.2 the price at which an ordinary share may be purchased shall not exceed 105% of the average of the middle market quotations for the ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase and shall not be less than 5p per ordinary share, in both cases exclusive of expenses; and

6.3 unless previously renewed, varied or revoked, this authority hereby conferred will expire on 30<sup>th</sup> June 2024, or, if earlier, the conclusion of the Company's next annual general meeting, except that the Company may before such authority expires enter into a contract to purchase its own shares which may be completed wholly partly after the expiry of this authority and may make a purchase of its own shares in pursuance of any such contract.

**By order of the board**



**Natasha M Rourke**  
**Company Secretary**  
17 April 2023

**Registered office**  
1 George Square  
Glasgow  
G2 1AL

**Notes:**

The following notes explain your general rights as a member of the Company and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf.

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the register of members of the Company as at 6:00 p.m. on 18 May 2023 shall be entitled to attend and vote at the meeting convened above and in respect of the number of shares registered in their names at that time. This time will still apply for the purpose of determining who is entitled to attend and vote if the annual general meeting is adjourned from its scheduled time by 48 hours or less. If the annual general meeting is adjourned for longer, members who wish to attend and vote must be on the Company's register of members by 48 hours (excluding any part of a day that is not a business day) before the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. On a poll demanded, all of a member's voting rights may be exercised by one or more duly appointed proxies. Any such member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy must vote in accordance with any instructions given by the appointing member. To appoint more than one proxy, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD Tel No. 0121 585 1131 (calls are charged at your network provider's standard rate. Lines are open 9.00 a.m. to 5.00 p.m. from Monday to Friday). A proxy need not be a member of the Company, but they must attend the meeting to represent the relevant member. Appointing a proxy will not prevent a member from attending in person and voting at the meeting. 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 of the meeting) and give your instructions directly to them.
3. A form of appointment of proxy is enclosed. Please carefully read the instructions on how to complete the Form of Proxy. To appoint a proxy using this form in hard copy form, this form must be completed and signed, sent, or delivered by post to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD Tel No. 0121 585 1131 (calls are charged at your network provider's standard rate. Lines are open 9.00 a.m. to 5.00 p.m. from Monday to Friday) or you may photocopy the proxy form with this notice. 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 of the company. If you return more than one proxy appointment, either by hard copy form or by electronic form, that received last by the registrar before the latest time for the receipt of proxies will take precedence. The completion and return of a Form of Proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes. If a member has appointed a proxy and attends the meeting in person, such proxy appointment will automatically be terminated.
4. CREST members who wish to appoint a proxy or proxies through the CREST Electronic Proxy Appointment Service may do so for the meeting to be held at 12:00 p.m. on 22 May 2023 thereof by following the procedure described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously-appointed proxy, which are to be transmitted through CREST, must be received by the Registrars (ID 7RA11) no later than 12:00 p.m. on 18 May 2023, or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (excluding any part of a day that is not a business day). Please note the following:
  - 4.1 in order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST proxy instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 issuer's agent by the latest time(s) for receipt of proxy appointments specified in this notice. 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 application host) from which the issuer'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;
  - 4.2 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings 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 CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his 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 any particular time. In this connection, CREST members and, where applicable,

their CREST sponsors or voting service providers are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings; and

- 4.3 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.
5. A member's instructions to the proxy must be indicated in the appropriate space provided. The Form of Proxy includes a vote withheld option. To abstain from voting on a resolution, select the relevant 'Vote withheld' box. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against any particular resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her decision. 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.
6. The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with the Company's registrar at the address shown on the proxy form not later than 12:00 p.m. on 18 May 2023 or 48 hours (excluding any part of a day that is not a business day) before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
7. As at the close of business on the date immediately preceding this notice, the Company's issued share capital comprised 8,475,077 Ordinary Shares and, therefore, the total number of voting rights in the Company as at close of business on the date immediately preceding this notice is 8,475,077.
8. In the case of joint holders of shares, 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).
9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
10. In order to revoke a proxy instruction 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 Company's registrars. In the case of a member which is a company, the revocation notice must be executed in accordance with note 9 above. 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 and must be received by the Company's registrars not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the holding of the meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
11. Except as provided above, members who have general queries about the meeting should contact the Company Secretary in writing at the Company's registered office. No other methods of communication will be accepted.
12. Each of the resolutions to be put to the meeting will be voted on a show of hands.
13. Copies of the articles of association of the Company, all service contracts of the directors employed by the Company and the letters of appointment of the non-executive directors of the Company are available for inspection by the members of the Company during normal business hours (Saturdays, Sundays and public holidays excepted) from the date of this notice until the close of the meeting.
14. Any shareholder attending the meeting has the right to ask questions. Pursuant to section 319A of the Act, the Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting that is put by a shareholder attending the meeting, except in certain circumstances (for example if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information).

#### Note to Resolution 4

15. Relevant Securities means:

15.1 Shares in the Company other than shares allotted pursuant to:

- (a) an employee share scheme (as defined by section 1166 of the Act);

- (b) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- (c) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.

15.2 Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to allotment of Relevant Securities in the resolution include the grant of such rights.

Information regarding the meeting, including the information referred to in section 311A of the Act, can be found at the Company's website: [www.touchstarplc.com](http://www.touchstarplc.com). The annual report and accounts for the year ended 31 December 2022 can be found at [www.touchstarplc.com/key-financial-information/latest-results](http://www.touchstarplc.com/key-financial-information/latest-results).