

**NOTICE OF ANNUAL GENERAL MEETING  
TOUCHSTONE GROUP PLC  
(Incorporated and registered in England and Wales under number 03537238)**

Notice is hereby given that the 2013 annual general meeting of Touchstone Group plc (the "Company") will be held at 3rd Floor, 1 Triton Square, London NW1 3DX on Thursday 5<sup>th</sup> September 2013 at 2.30 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:

Resolution No:

**ORDINARY RESOLUTIONS**

1. TO receive and adopt the Company's annual accounts for the financial year ended 31 March 2013 together with the reports of the directors and auditors thereon.
2. TO re-elect David Tiplady Thompson who retires from office in accordance with article 18.4 of the Company's articles of association.
3. TO re-appoint Baker Tilly 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. THAT the proposed loan of £350,000 to be made by the Company to Keith Gerard Birch (being a director of the Company), the terms of such loan being as further detailed in the memorandum made available to the meeting and at the Company's registered office for a period of no less than 15 days prior to the date of the meeting, be hereby approved in accordance with the provisions of section 197 of the Companies Act 2006.
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 £420,186 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 £126,056,

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 12<sup>th</sup> day of August 2013

BY ORDER OF THE BOARD

.....  
David Birch  
Director and Secretary

Registered Office:

3rd Floor  
1 Triton Square  
London NW1 3DX



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 and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. 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 contact Capita Registrars at the address 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. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
  - received by Capita Registrars no later than 2.30 p.m. on 3<sup>rd</sup> September 2013.
6. 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 3rd Floor, 1 Triton Square, London NW1 3DX on Thursday 5<sup>th</sup> September 2013 commencing at 2.30 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 31 March 2013.

### **Resolutions 2 – Re-election of Director**

David Philip Birch 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, Baker Tilly UK Audit LLP and agree that the Directors may approve their remuneration.

### **Resolution 4 – Approval of Loan to a Director**

The directors propose that the Company make a loan to Keith Gerard Birch on the terms set out in a memorandum that will be available for inspection at the Company's registered office for a period of no less than 15 days prior to the AGM (ending on the date of the AGM) and at the AGM itself. As this loan is being made by to a director and does not fall within an exemption set out in the Companies Act 2006 (the "2006 Act") it is a requirement of section 197 of the 2006 Act that shareholder approval is obtained prior to this loan being made.

### **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 £420,186 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 5<sup>th</sup> December 2014, 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 £126,056 which 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 5<sup>th</sup> December 2014, whichever is earlier.