

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the capital of the Company, please forward this document to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

### **ALL THINGS CONSIDERED GROUP PLC (the Company)**

(incorporated in England & Wales with registered number 13411674)

### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is given that the 2023 annual general meeting of the Company will be held on 19 June 2023 at 9.00am at The Hat Factory, 166-168 Camden Street, London NW1 9PT and through the electronic facilities that are being made available via Zoom (the **Virtual Meeting Platform** for the transaction of the following business:

#### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- 1 To receive and adopt the annual accounts and reports of the Company and the auditor's report on those accounts and reports for the financial year ended 31 December 2022.
- 2 To re-elect Andrew Glover who is retiring by rotation in accordance with the Company's articles of association as a director.
- 3 To re-appoint Adler Shine LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting of the Company.
- 4 To authorise the audit committee of the Company to determine the auditor's remuneration to fix the remuneration of the auditors of the Company.
- 5 That the directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the **CA 2006**) to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company as follows:
  - 5.1 up to an aggregate nominal amount of £31,946.73 in the form of equity securities (as defined in section 560 of the **CA 2006**) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- 5.2 in addition to the amount referred to in resolution 5.1 up to a further aggregate nominal amount of £31,946.73 (whether in connection with the same offer or issue as under paragraph 5.1 or otherwise).

This authority shall: (i) be without prejudice to any allotment of rights to subscribe for or to convert any security into shares in the Company already made, offered or agreed to be made pursuant to such existing authorities previously granted, unless renewed, varied or revoked by the Company; (ii) expire (unless previously varied as to duration, revoked or renewed by the Company in general meeting) at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2024, except that the Company may during the relevant period make any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends, and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority had not ended.

### **SPECIAL RESOLUTIONS**

To consider and, if thought fit, approve the following resolutions that will be proposed as special resolutions:

- 6 Subject to the passing of resolution 5 above, the directors be empowered pursuant to section 570 and section 573 of the CA 2006 to allot equity securities (as defined in section 560 of that Act) of the Company for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the CA 2006 did not apply to any such allotment of equity securities or sale of treasury shares, provided that such authority to be limited to:
- 6.1 any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever, and
- 6.2 the allotment of equity securities or sale of treasury shares, otherwise than pursuant to resolution 6.1, up to an aggregate nominal amount of £4,792.01, being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to publication of the notice of meeting.

This authority shall: (i) be without prejudice to any allotment of any equity securities already made, offered or agreed to be made pursuant to such powers previously granted, unless renewed, varied or revoked by the Company; and (ii) expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2024, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 7 Subject to the passing of resolution 5 above, in addition to any power granted under resolution 6, the directors be empowered pursuant to section 570 and section 573 of the CA 2006 to allot equity securities (as defined in section 560 of that Act) of the Company for cash pursuant to the

authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the CA 2006 did not apply to any such allotment of equity securities or sale of treasury shares, provided that such authority to be:

- 7.1 limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £4,792.01, being not more than 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at the latest practicable date prior to publication of the notice of meeting, and used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- 7.2 limited to the allotment of equity securities up to an aggregate nominal amount of £1,198, and used only for the purposes of allotting equity securities in connection with the warrant instrument executed by the Company on 14 December 2021.

This authority shall: (i) be without prejudice to any allotment of any equity securities already made, offered or agreed to be made pursuant to such powers previously granted, unless renewed, varied or revoked by the Company; and (ii) expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 30 September 2024, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

- 8 That the Company is generally and unconditionally authorised for the purpose of section 701 of the CA 2006 to make market purchases (within the meaning of section 693(4) of that Act) of ordinary shares of £0.01 each in the capital of the Company, on such terms and in such manner as the directors may from time to time determine, provided that:
  - 8.1 the maximum aggregate number of ordinary shares that may be purchased is 1,437,603 representing 15 % of the Company's issued ordinary share capital as at 19 May 2023 (the latest practicable date prior to publication of this notice);
  - 8.2 the minimum price (excluding expenses) that may be paid for each ordinary share is £0.01
  - 8.3 the maximum price (excluding expenses) that may be paid for each ordinary share is the higher of:
    - 8.3.1 105% of the average the middle market quotations for an ordinary share in the capital of the Company derived from the Daily Official List of the London Stock Exchange for the five business days immediately prior to the day on which the share is contracted to be purchased; and
    - 8.3.2 the value of an ordinary share in the capital of the Company, being the higher of:
      - (a) the price of the last independent trade of an ordinary share; and
      - (b) the highest current independent bid for an ordinary share;
  - 8.4 this authority shall expire on the earlier of 30 September 2024 and the conclusion of the Company's next annual general meeting; and

8.5 the Company may make a contract for the purchase of ordinary shares under this authority before it expires, notwithstanding that such contract will, or might, have its terms executed wholly or partly after this authority expires, and the Company may make a purchase pursuant to such a contract after the expiry of this authority.

### **Recommendation**

The directors believe that the proposals in resolutions 1 to 8 are in the best interests of shareholders as a whole. The directors will be voting in favour of them and unanimously recommend that you do so as well.

By order of the Board

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

.....  
Brian Message, Co-Chairman

The Hat Factory  
166-168 Camden Street  
London  
NW1 9PT

23 May 2023

## **EXPLANATORY NOTES TO THE RESOLUTIONS PROPOSED AT THE ANNUAL GENERAL MEETING**

The resolutions to be proposed at the AGM of the Company to be held on 19 June 2023 at 9.00am are set out in the notice of AGM. The following notes provide an explanation to the resolutions being put to shareholders.

### **Ordinary resolutions**

Resolutions 1 to 5 are proposed as ordinary resolutions. These resolutions will be passed if more than 50% of the votes are cast in favour of them.

#### **Resolution 1—Laying of accounts**

The directors are required to present to shareholders at the AGM the reports of the directors and auditors and the audited accounts of the Company for the year ended 31 December 2022.

#### **Resolution 2 —Election and re-election of directors**

The Company's articles of association require one third of the directors to retire from office each year. Andrew Glover is retiring and seeks re-appointment at the AGM.

Biographical information for all the directors standing for re-election is included on page 24 of the Company's annual accounts and reports.

Having considered the performance of and contribution made by the director the Board remains satisfied that, and the Chair confirms that, the performance of the director continues to be effective and to demonstrate commitment to the role and as such the Board recommends his re-election.

#### **Resolution 3—Re-appointment of auditors**

The CA 2006 requires that auditors be appointed at each general meeting at which accounts are laid to hold office until the next such meeting. The appointment of Adler Shine LLP as auditors of the company terminates at the conclusion of the AGM. They have indicated their willingness to stand for reappointment as auditors of the company until the conclusion of the annual general meeting in 2023. The Company's audit committee keeps under review the independence and objectivity of the external auditors and further information can be found in the annual report and accounts on page 30. After considering the relevant information, the Audit Committee has recommended to the Board that Adler Shine be re-appointed as auditors.

#### **Resolution 4—Authorising and fixing the remuneration of the auditors**

It is normal practice for shareholders to resolve at the annual general meeting that the directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year. This resolution is to authorise the audit committee to determine the remuneration of the auditors. The amount of the remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts of the Company.

#### **Resolution 5—Authority to allot shares**

The directors may only allot shares or grant rights over shares if authorised to do so by shareholders.

The Investment Association (**IA**) guidelines on authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one-third of a

company's issued share capital. In addition, they will treat as routine a request for authority to allot shares representing an additional one third of the company's issued share capital provided that it is only used to allot shares for the purpose of a fully pre-emptive rights issue.

Accordingly, resolution 5, if passed, would authorise the directors under section 551 of the CA 2006 to allot new shares or grant rights to subscribe for, or convert any security into, new shares (subject to shareholders' pre-emption rights) up to a maximum aggregate nominal amount of £63,893.46, representing the IA guideline limit of approximately 66% of the Company's issued ordinary share capital as at 19 May 2023 (being the latest practicable date prior to the publication of this document).

Resolution 5.1 would give the directors authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £31,946.73, representing approximately one third of the Company's existing issued share capital in connection with a rights issue in favour of ordinary shareholders.

Resolution 5.2 if passed, would give the directors general authority to allot new shares or grant rights to subscribe for, or convert any security into, new shares, up to an aggregate nominal value of £31,946.73, representing approximately one third of the Company's existing issued share capital. As resolution 5.2 imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with resolution 5.1 so as to enable the whole two-thirds to be used in connection with a rights issue. Where the usage of this authority exceeds one-third of the issued share capital, the directors intend to follow best practice as regards its use.

The authority will expire at the earlier of the conclusion of the next annual general meeting of the Company and 30 September 2024.

Passing this resolution will ensure that the directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

### **Special resolutions**

Resolutions 6 to 8 are special resolutions. These resolutions will be passed if not less than 75% of the votes are cast in favour of them.

### **Resolution 6—Disapplication of pre-emption rights & 7 Additional disapplication of pre-emption rights**

The CA 2006 requires that if the Company issues new shares or grants rights to subscribe for or to convert any security into shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the CA 2006 unless the shareholders have first waived their pre-emption rights. In accordance with investor guidelines, therefore, approval is sought by the directors to issue a limited number of ordinary shares for cash without first offering them to existing shareholders.

Resolution 6 contains a two-part disapplication of pre-emption rights which seeks to renew the directors' authority to issue equity securities of the Company for cash without application of pre-emption rights pursuant to section 561 of the CA 2006.

Other than in connection with a rights or other pre-emptive issue, scrip dividend or other similar issue, the authority contained in resolution 8 would be limited to a maximum nominal amount of £4,792.01 (which would equate to 479,201 ordinary shares of £0.01 each), representing approximately 5% of the

Company's issued share capital as at 19 May 2023, being the latest practicable date prior to the publication of this AGM notice.

Resolution 7 seeks a disapplication of the pre-emption rights on a rights issue or other pre-emptive offer so as to allow the directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which might arise, for example, with overseas shareholders.

Resolution 7.1 is an optional disapplication of pre-emption rights limited to an additional 5% of issued ordinary share capital to be used for transactions which the directors determine to be an acquisition or specified capital investment. The authority contained in the resolution would be limited to a maximum nominal amount of £4,792.01 (which would equate to 479,201 ordinary shares of £0.01 each), representing approximately 5% of the Company's issued share capital as at 19 May 2023, being the latest practicable date prior to the publication of this AGM notice.

Resolution 7.2 is an optional disapplication of pre-emption rights to only be used only in connection to the allotment of equity securities to Canaccord Genuity Limited pursuant to the warrant instrument executed by the Company on 14 December 2021. The authority contained in the resolution would be limited to a maximum nominal amount of £1,198 (which would equate to 119,800 ordinary shares of £0.01 each).

If passed, these authorities will expire at the same time as the authority to allot shares given pursuant to resolution 5 (Authority to allot shares).

The directors have no current plans to utilise either of the authorities sought by resolutions 5 (Authority to allot shares), 6 (Disapplication of pre-emption rights) or 7 (Additional disapplication of pre-emption rights), although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

### **Resolution 8—Purchase of own shares**

This resolution seeks authority for the Company to make market purchases of its own shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase a maximum of 1,437,603 of its ordinary shares in aggregate, representing 15% of the Company's issued ordinary share capital as at 19 May 2023 (the latest practicable date prior to publication of this notice).

The resolution specifies the minimum and maximum prices (excluding expenses) that may be paid for any ordinary shares purchased under this authority. This authority will expire on the earlier of *30 September 2024* and the conclusion of the Company's next annual general meeting.

The directors have no present intention of exercising the authority granted by this resolution, but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The directors will only exercise the authority granted by this resolution to purchase ordinary shares if they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share for the remaining shareholders.

The Company may either cancel any shares it purchases under this authority or hold them in treasury (and subsequently sell them for cash, transfer them for the purposes of, or pursuant to, an employees' share scheme or cancel them). The directors currently intend that the Company will cancel some of the shares it purchases under this authority and hold others in treasury. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

ANNUAL REPORT IS PUBLISHED AT [www.atcgroupplc.com](http://www.atcgroupplc.com)



## **IMPORTANT INFORMATION:**

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

### **Attendance at the meeting**

Shareholders who are not able to attend the meeting are encouraged to appoint the Chair as a proxy. The Company remains firmly committed to encouraging shareholder engagement on the business of the meeting. As such, shareholders (and any of their duly appointed proxies and/or corporate representatives) will be able to (i) attend and vote at the meeting remotely via the Virtual Meeting Platform (even if a proxy appointment is submitted in advance) and (ii) submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally by telephone. Any changes to the arrangements for the meeting will be communicated to shareholders before the meeting, including through All Things Considered Group Plc's website at [atcgroupplc.com](http://atcgroupplc.com) and by announcement through a Regulatory Information Service.

### **Instructions for accessing the Virtual Meeting Platform**

Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be able to (i) attend and vote at the meeting remotely via the Virtual Meeting Platform and (ii) submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally on the Virtual Meeting Platform.

The Virtual Meeting Platform can be accessed using a web browser, on any PC or PC equivalent or smartphone device. The web browser must be compatible with the latest browser versions of Chrome, Firefox, Edge and Safari. In order to access and engage in the business of the meeting, please go to

### **Topic: ATC Group Plc - AGM 2023**

Time: Jun 19, 2023 09:00 AM London

Join Zoom Meeting

<https://us06web.zoom.us/j/83310799386?pwd=bVdEVGd0TjZocjVWWmpFb0RUR0IXUT09>

Meeting ID: 833 1079 9386

Passcode: 381918

One tap mobile

+12532050468,,83310799386# US

+12532158782,,83310799386# US (Tacoma)

Dial by your location

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

+1 301 715 8592 US (Washington DC)

+1 305 224 1968 US

+1 309 205 3325 US

+1 312 626 6799 US (Chicago)

+1 346 248 7799 US (Houston)

+1 360 209 5623 US

+1 386 347 5053 US

+1 507 473 4847 US

+1 564 217 2000 US

+1 646 931 3860 US

+1 669 444 9171 US

+1 669 900 6833 US (San Jose)

+1 689 278 1000 US

+1 719 359 4580 US

+1 929 205 6099 US (New York)

Meeting ID: 833 1079 9386

Find your local number: <https://us06web.zoom.us/j/kdK9pVnZR9>

Access to the meeting will be available from 8.30am on 19 June 2023, although the voting functionality will not be enabled until the Chair of the meeting declares the poll open. Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be permitted to submit questions and/or objections remotely in writing via the Virtual Meeting Platform or orally via the Virtual Meeting Platform to the Company's directors during the meeting.

The meeting will commence at 9.00am pm or as soon thereafter. Shareholders (and any of their duly appointed proxies and/or corporate representatives) will be permitted to submit questions (remotely in writing via the Virtual Meeting Platform or orally on the Virtual Meeting Platform) to the Company's directors during the meeting.

## **1 Right to appoint proxies**

A shareholder entitled to attend and vote at the AGM, may appoint a proxy or proxies (who need not be a shareholder or shareholders of the Company) to exercise all or any of that shareholder's rights to attend, speak and vote at the AGM. Where more than one proxy is appointed, each proxy must be appointed for different shares.

## **2 Proxy forms**

Proxies may only be appointed by:

- 2.1 completing and returning the form of proxy enclosed with this notice in accordance with the instructions shown on the form, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, to the Company's

registrars, Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ by post or (during normal business hours only) by hand;

- 2.2 making an online proxy appointment by going to [www.eproxyappointment.com](http://www.eproxyappointment.com) and following the instructions for electronic submission provided there; or
- 2.3 having an appropriate CREST message transmitted through the CREST electronic proxy appointment service as described in the CREST Manual (a **CREST proxy instruction**). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf (see note 3 below). Please refer to the CREST Manual on the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)) for further information.

To be effective the form of proxy or other instrument appointing a proxy must be received by the Company's registrars, or received electronically [www.eproxyappointment.com](http://www.eproxyappointment.com) or, in the case of shares held through CREST, via the Euroclear website, in each case not later than 9.00am on 15 June 2023.

Completion of a proxy form, online proxy appointment or CREST proxy instruction will not prevent a shareholder from attending and voting in person at the meeting.

### **3 CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) by using the procedures described in the CREST Manual (available at [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear'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 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 Company's agent (ID3RA50) by the latest time for receipt of proxy appointments set out in 2.3 Above. For this purpose, the time of the 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 Company'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 by other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 any voting service providers, to ensure that their CREST sponsor or voting service provider takes) such action as is 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.

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.

#### **4 Record date**

Only those shareholders included in the register of members of the Company at 8.00pm on 15 June 2023 or, if the meeting is adjourned, on the day which is two working days before the time for holding the adjourned meeting, will be entitled to attend and to vote at the AGM in respect of the number of shares registered in their names at that time. Changes to entries on the share register after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the meeting.

#### **5 Copies of directors' service contracts and letters of appointment**

Copies of the service contracts of the executive directors and the letters of appointment of the non-executive directors are available for inspection at the Company's registered office during normal business hours from the date of dispatch of this notice until the end of the AGM (Saturdays, Sundays and public holidays excepted) and will also be available at the place of the AGM for at least 15 minutes before and during the meeting.

#### **6 Electronic addresses**

The electronic addresses provided in this notice are provided solely for the purpose of enabling shareholders to register the appointment of a proxy or proxies for the meeting or to submit their voting directions electronically. You may not use any electronic address provided in this notice to communicate with the Company for any purposes other than those expressly stated.

#### **7 Website details**

A copy of this notice, and other information required by section 311A of the CA 2006, can be found at [atcgroupplc.com](http://atcgroupplc.com).

#### **8 Members' power to require circulation of resolutions or include other matters in the business dealt with at the AGM**

8.1 The shareholders may require the Company to give notice of a resolution to be moved at the AGM or to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) if the Company receives requests to do so from:

8.1.1 shareholders representing at least 5% of the total voting rights of all the members who have a right to vote on the resolution at the AGM to which their request relates, or

8.1.2 at least 100 shareholders who have a right to vote on the relevant resolution at the AGM and hold shares in the Company in which there has been paid up an average sum, per member, of at least £100.

8.2 A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter

to be included in the business, must be authenticated by the person or persons making it, must be received by the Company no later than the time at which Notice of the AGM is given and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

## **9 Members' rights to ask questions at the meeting**

Shareholders attending the AGM, whether in person or via electronic means, have a right to ask questions relating to the business being dealt with at the meeting. Specific directions on how to ask a question for those attending virtually will be provided once access to the meeting has been granted via The Virtual Meeting Platform. The Company must answer such questions unless:

- 9.1 answering would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information,
- 9.2 the answer has already been given on a website in the form of an answer to a question, or
- 9.3 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## **10 Number of shares and voting rights**

As at 19 May 2023, being the last business day prior to publication of this AGM notice, the Company's issued share capital comprised 9,584,020 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 19 May 2023 is 9,584,020.

## **11 Information relating to possible voting rights**

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the CA 2006 (**nominated persons**). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

## **12 Statement regarding status of nominated person's rights**

If you have been nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains as it was (i.e. the registered shareholder, or perhaps custodian or broker, who administers the investment on your behalf). Therefore, any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to it in error. The only exception to this is where the Company, in exercising one of its powers under the CA 2006, writes to you directly for a response.

## **13 Members' power to require website publication of audit concerns**

Under section 527 of the CA 2006:

- 13.1 shareholders representing at least 5% of the total voting rights of all the members who have a right to vote on the resolution at the AGM, or
- 13.2 at least 100 shareholders who have a right to vote on the relevant resolution at the AGM and hold shares in the Company in which there has been paid up an average sum, per member, of at least £100,

have the right to require the company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM, or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the CA 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of that Act. Where the Company is required to place a statement on a website under section 527 of the CA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the CA 2006 to publish on a website.

#### **14 Poll vote**

Voting on all resolutions at the AGM will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the AGM, the results of the voting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company's website at [atcgroupplc.com](http://atcgroupplc.com).

**ALL THINGS CONSIDERED GROUP PLC (the Company)**

**FORM OF PROXY - ANNUAL GENERAL MEETING**

To be held on 19 June 2023 at 9.00 am at The Hat Factory, 168 Camden Street, London NW1 9PT and through the electronic facilities that are being made available via Zoom (the **Virtual Meeting Platform**).

**NAME & ADDRESS**

**SRN** XXXXXXXXXXXX      **PIN** XXXXX      **CONTROL NUMBER** 918589

Before completing this form please read the explanatory notes. I/we, being a member / members of the Company, appoint:

<b>NAME OF PROXY</b>	.....(complete in BLOCK CAPITALS)
<b>TICK THIS BOX IF THIS PROXY APPOINTMENT IS ONE OF MULTIPLE APPOINTMENTS</b>	<input type="checkbox"/> <i>For the appointment of more than one proxy, please refer to note 3</i>
<b>NUMBER OF SHARES TO WHICH THIS PROXY RELATES</b>	..... <i>Note: Leave blank if you are only appointing one proxy in respect of all your shares</i>

or, if no one is named in the box as proxy, the chair of the meeting, as my/our proxy to exercise all or any of my/our rights to attend and speak for me/us and on my/our behalf, whether in person or remotely via electronic means, at the annual general meeting of the Company (the **AGM**) to be held at 9.00am on 19 June 2023 (and at any adjournment of the AGM).

I/We have indicated with an 'X' I/we wish my/our votes to be cast on the Resolutions set out below and I/we direct that my/our proxy will vote (or abstain from voting) as they think fit for me/us and on my/our behalf on any other matter which may properly be dealt with at the AGM (or adjourned meeting)

## RESOLUTIONS

Please mark 'X' to indicate how you wish to vote	FOR	AGAINST	VOTE WITHHELD
<b>Ordinary Resolution</b> <b>1.</b> Receive and adopt the annual accounts and reports and the auditor's report on those accounts.			
<b>Ordinary Resolution</b> <b>2.</b> Re-elect Andrew Glover as a director.			
<b>Ordinary Resolution</b> <b>3.</b> Re-appoint Adler Shine LLP as auditors.			
<b>Ordinary Resolution</b> <b>4.</b> Authorise the directors to agree the auditor's remuneration.			
<b>Ordinary Resolution</b> <b>5.</b> Authority to allot shares (section 551).			
<b>Special Resolution</b> <b>6.</b> Authority to allot shares for cash (section 561) – holders of existing equity and general power.			
<b>Special Resolution</b> <b>7.</b> Authority to allot shares (section 561) - financing of acquisition or capital investment; or in relation to a pre-existing warrant.			
<b>Special Resolution</b> <b>8.</b> Authority to make market purchases (section 701).			

Please indicate with an 'X' in the appropriate box opposite each resolution how you wish your vote to be cast or if you want your vote to be withheld. If you do not select any of the options, your proxy will vote (or abstain) as they think fit on the resolution. The 'Vote Withheld' option is provided to enable you to direct your proxy to abstain on any particular resolution. If a vote is withheld it will not be counted in the calculation of the proportion of votes for or against the relevant resolution.

<b>Signature</b>	    
<b>Date:</b>	   



