

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other appropriate independent financial adviser authorised under FSMA if you are resident in the United Kingdom or, if not, from another appropriately authorised financial adviser.

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.

The Subscription does not constitute an offer to the public requiring an approved prospectus under section 85 of FSMA and accordingly this document does not constitute a prospectus for the purposes of the Prospectus Regulation together with the Prospectus Regulation Rules made by the FCA pursuant to sections 73A(1) and (4) of FSMA and has not been approved by the FCA, any securities commission or any other authority or regulatory body nor has it been approved for the purposes of section 21 of FSMA.

Application will be made for the New Ordinary Shares to be admitted to trading on the AQSE Growth Market. The New Ordinary Shares will not be admitted to trading on any other investment exchange. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on AQSE Growth Market on or around 14 March 2024. The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares.

The AQSE Growth Market, which is operated by AQSE, is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration, and if appropriate, consultation with a financial adviser.



ALL THINGS CONSIDERED PLC

(incorporated and registered in England and Wales with registered number 13411674)

Subscription for 2,232,905 New Ordinary Shares at 105 pence per Ordinary Share and Notice of General Meeting

This document should be read as a whole. Your attention is drawn, in particular, to the letter from the CEO of ATC set out in this document which provides details of the Subscription and recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting to be held at the Company's registered office, The Hat Factory, 166-168 Camden Road, London NW1 9PT, on 8 March 2024 at 9.00 a.m., is set out at the end of this document. A Form of Proxy for use at the General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out therein as soon as possible but in any event so as to reach the Registrars at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, by not later than 9.00 a.m. on 6 March 2024. This document is being supplied to you solely for your information and may not be reproduced, redistributed or passed to any other person or published in whole or in part for any purpose.

IMPORTANT NOTICE

Notice to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended and as this is applied in the United Kingdom ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II and Regulation (EU) No 600/2014 of the European Parliament, as they form part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "*manufacturer*" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors who do not need a guaranteed income or capital protection and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). The Ordinary Shares are not appropriate for a target market of investors whose objectives include no capital loss. Notwithstanding the Target Market Assessment, distributors should note that: the price of the Ordinary Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital projection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Subscription.

Forward Looking Statements

This announcement includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places throughout this announcement and include statements regarding the Directors' beliefs or current expectations. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Investors should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement.

Notice to overseas persons

This announcement does not constitute, or form part of, a prospectus relating to the Company, nor does it constitute or contain any invitation or offer to any person, or any public offer, to subscribe for, purchase or otherwise acquire any shares in the Company or advise persons to do so in any jurisdiction, nor shall it, or any part of it form the basis of or be relied on in connection with any contract or as an inducement to enter into any contract or commitment with the Company.

This announcement is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into Australia, Canada, Japan or the Republic of South Africa or any jurisdiction into which the publication or distribution would be unlawful. This announcement is for information purposes only and does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire shares in the capital of the Company in Australia, Canada, Japan, New Zealand, the Republic of South Africa or any jurisdiction in which such offer or solicitation would be unlawful or require preparation of any prospectus or other offer documentation or would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. Persons into whose possession this announcement comes are required by the Company to inform themselves about, and to observe, such restrictions.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

General

Neither the content of the Company's website (or any other website) nor the content of any website accessible from hyperlinks on the Company's website (or any other website) or any previous announcement made by the Company is incorporated into, or forms part of, this announcement.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Subscription	20 February 2024
Dispatch of this document and Form of Proxy	20 February 2024
Last time and date for receipt of Form of Proxy	9.00 a.m. on 6 March 2024
Time and date of General Meeting	9.00 a.m. on 8 March 2024
Announcement of results of the General Meeting	8 March 2024
Admission to trading on AQSE and dealings in the Subscription Shares to commence	8.00 a.m. on 14 March 2024
CREST accounts to be credited with the Subscription Shares to be held in uncertificated form	14 March 2024
Definitive share certificates for the new Ordinary Shares to be held in certificated form to be dispatched (if required)	w/c 18 March 2024

- (1) Each of the times and dates in the above timetable is subject to change at the absolute discretion of ATC.
- (2) All of the above times, and other time references in this document, refer to UK time.

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Act”	the UK Companies Act 2006, as amended
“Admission”	Admission of the Subscription Shares to trading on the AQSE Growth Market becoming effective in accordance with Rule 3.9 of the AQSE Rules
“AQSE”	the Aquis Stock Exchange PLC
“AQSE Growth Market”	the market for unlisted securities operated by AQSE
“AQSE Rules”	means the AQSE Growth Market Rules for Issuers, as published and amended from time to time by AQSE
“Articles”	the articles of association of the Company, as amended from time to time
“Board” or “Directors”	the board of directors of the Company, whose names are listed in the letter from the CEO
“Company” or “ATC”	All Things Considered Group plc, a company incorporated and registered in England and Wales with registered number 13411674
“CREST”	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & International Limited is the Operator (as defined in the Regulations)
“Existing Ordinary Shares”	the 14,126,744 Ordinary Shares in issue as at the date of this document
“FCA”	Financial Conduct Authority
“FSMA”	the Financial Services and Markets Act 2000, as amended
“General Meeting” or “GM”	the general meeting of the Company to be held at 9.00 a.m. on 8 March 2024, notice of which is set out at the end of this document, and any adjournment thereof
“Group”	ATC and its subsidiaries (as defined in section 1159 of the Act)

“Issue Price”	105 pence per New Ordinary Share, being equal to the closing mid-market price of ATC’s Ordinary Shares on the 12 February 2024
“New Ordinary Shares”	means the 2,232,905 Subscription Shares
“Notice of General Meeting”	the notice of General Meeting set out at the end of this document
“Ordinary Shares”	ordinary shares of £0.01 each in the capital of the Company
“Prospectus Regulation”	Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
“Prospectus Regulation Rules”	the Prospectus Regulation Rules made in accordance with the Prospectus Regulation Rules Instrument 2019 (FCA: 2019/80)
“Registrar”	Computershare Investor Services PLC
“Regulations”	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended
“Resolutions”	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
“Shareholders”	the holders of Ordinary Shares from time to time, each individually being a “Shareholder”
“Subscribers”	those persons who have entered into a Subscription Letter with the Company in respect of the Subscription
“Subscription”	the conditional subscription of the Subscription Shares by Subscribers
“Subscription Letter”	means a conditional letter agreement dated 13 February 2024 between each Subscriber and the Company
“Subscription Shares”	the New Ordinary Shares to be issued, conditional on Admission, in connection with the Subscription
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“US” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“£”	the lawful currency of the United Kingdom.

LETTER FROM THE CEO

ALL THINGS CONSIDERED GROUP PLC

(incorporated in England and Wales with registered number 13411674)

Directors:

Brian Message (*Co- Chairman*)
Craig Newman (*Co-Chairman*)
Adam Driscoll (*CEO*)
Rameses Villanueva (*Group Chief Financial Officer*)
Emma Stoker (*Executive Director*)
Andrew Glover (*Non-Executive Director*)

Registered Office:

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

20 February 2024

Dear Shareholder

Subscription for 2,232,905 New Ordinary Shares at 105 pence per Ordinary Share

and

Notice of General Meeting

Introduction

On 20 February 2024, the Board announced a conditional Subscription of 2,232,905 Subscription Shares at the Issue Price to raise approximately £2.3 million in aggregate, before expenses.

The Subscription is conditional, inter alia, on the passing of Resolutions 1 and 2 by Shareholders at the General Meeting, which is being convened for 9.00 a.m. on 8 March 2024. An application will be made for Admission of the New Ordinary Shares subject to passing of the Resolutions at the General Meeting. It is expected that Admission of the New Ordinary Shares will become effective and that dealings in the New Ordinary Shares will commence at 8.00 a.m. on or around 14 March 2024.

Net proceeds from the Subscription, being gross proceeds less the costs of the Subscription ("Net Proceeds") will be used primarily to fund the exploration and development of opportunities already identified across the Group's Artist Representation and Direct to Consumer divisions; and to provide balance sheet strength and support for further accretive potential acquisitions and developments in Live Events following the recent acquisition of 50% of Mckeown Asset Limited (announced on 6 February 2024).

Net proceeds will be used to interrogate potential new projects and potentially fund their development. This will include looking at projects as set out below:

- in the ATC Experience business;
- for a new festival developed in association with an artist client;
- to examine an acquisition opportunity in the Direct to Consumer/merchandising space;
- to move to 'Print on Demand' technology in the Direct to Consumer division;
- enhancing our marketing services division in North America;
- the potential acquisition of a complementary artist management company; and
- the further development of bi-lateral relationships in the live agency space to provide a global representation solution for touring artists.

If the conditions relating to the issue of the Subscription Shares are not satisfied, the Subscription Shares will not be issued and the Company will not receive the related subscription monies. The Subscription is not underwritten.

The purpose of this document is to provide Shareholders with information regarding the Subscription,

and to convene a General Meeting at which the Resolutions seeking Shareholder authority for the issue of the New Ordinary Shares will be put to the Shareholders. If Resolutions 1 and 2 are not passed, the Company will be unable to issue the New Ordinary Shares.

Further information about the Subscription is set out below.

Subscription

The Subscribers have conditionally agreed to subscribe for 2,232,905 Subscription Shares in aggregate at the Issue Price, which, once issued, will represent in aggregate approximately 15.8 per cent. of the Company's Existing Ordinary Shares.

Application will be made for the Subscription Shares to be admitted to trading on the AQSE Growth Market. It is expected that Admission will commence at 8.00 a.m. on or around 14 March 2024.

The Subscription Shares will, when issued, be credited as fully paid and will rank *pari passu* with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of Ordinary Shares after Admission. Completion of the Subscription is conditional upon receipt of the subscription monies by the Company becoming unconditional in all respects (save in relation to any condition in respect of Admission).

General Meeting

The issue of the New Ordinary Shares is conditional upon, *inter alia*, the approval by the Shareholders of Resolutions 1 and 2 to be proposed at the General Meeting of the Company. A notice convening the General Meeting to be held at ATC's registered office at The Hat Factory, 166-168 Camden Street, London NW1 9PT at 9.00 a.m. on 8 March 2024 is set out at the end of this document.

A summary and explanation of the Resolutions which will be proposed at the General Meeting to enable the issue of the New Ordinary Shares is set out below.

Resolution 1 – Authority to allot the New Ordinary Shares

Resolution 1 is an ordinary resolution to authorise the Directors under section 551 of the Act to issue and allot Ordinary Shares. The Act requires that the authority of Directors to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or convert any security into shares (the “**relevant securities**”) should be subject to the approval of Shareholders in a general meeting or to an authority set out in the Company's Articles. Accordingly, Resolution 1 will be proposed to authorise the Directors to allot relevant securities in respect of the issue of the New Ordinary Shares. This authority is in addition to all existing authorities under section 551 of the Act and will expire on the date falling three months from the date of the passing of such resolution (unless renewed, varied or revoked prior to or on that date).

Resolution 2 – Disapplication of statutory pre-emption rights in relation to the New Ordinary Shares

Resolution 2 is a special resolution to disapply the statutory pre-emption rights under section 571 of the Act in respect of equity securities (as defined in section 560 of the Act). The Act requires that any equity securities issued wholly for cash must be offered to existing Shareholders in proportion to their existing shareholdings unless otherwise approved by Shareholders in a general meeting or accepted under the Company's Articles. A special resolution will be proposed at the General Meeting to give the Directors authority to allot equity securities for cash other than on a pro rata basis pursuant to the issue of the New Ordinary Shares. This authority is in addition to all existing authorities under section 570 of the Act and will expire on the date falling three months from the date of the passing of such resolution.

Action to be taken

Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting which you are requested to complete and return in accordance with the instructions printed thereon as soon as

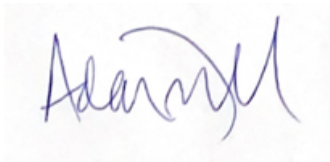
possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, by not later than 9.00 a.m. on 6 March 2024. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

Recommendation

The Board considers the Subscription to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, as those Directors who hold Ordinary Shares intend to do in respect of their own beneficial holdings amounting, in aggregate, to 3,360,442 Existing Ordinary Shares representing approximately 24 per cent. of the Existing Ordinary Shares.

If Resolutions 1 and 2 are not passed then the Company will be unable to issue the New Ordinary Shares and receive the proceeds from the Subscription.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Adam Driscoll', is centered on the page. The signature is fluid and cursive.

Adam Driscoll
CEO

NOTICE OF GENERAL MEETING

ALL THINGS CONSIDERED GROUP PLC

(incorporated in England & Wales with registered number 13411674)

(the **Company**)

NOTICE is given that a General Meeting of the Company will be held on 8 March 2024 at 9.00 a.m. 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**) details of which are set out below for the transaction of the following business:

ORDINARY RESOLUTION

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

- 1 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 up to an aggregate nominal amount of £22,329.05, 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).

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) on the date falling three months from the date of the passing of this resolution, 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 expired.

This authority is granted in addition to and without prejudice to all existing authorities previously granted to the Directors under section 551 of the CA 2006.

SPECIAL RESOLUTION

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

- 2 Subject to the passing of resolution 1 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 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 limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £22,329.05.

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 (unless previously varied as to duration, revoked or renewed by the Company in general meeting) on the date falling three months from the date of the passing of this resolution, 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.

This authority is granted in addition to and without prejudice to all existing authorities previously granted to the Directors under section 570 if the CA 2006.

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
20 February 2024

EXPLANATORY NOTES TO THE RESOLUTIONS PROPOSED AT THE GENERAL MEETING (the GM)

The resolutions to be proposed at the GM of the Company to be held on 8 March 2024 at 9.00 a.m. are set out in the notice of GM. The following notes provide an explanation to the resolutions being put to shareholders.

Ordinary resolution

Resolution 1 is proposed as an ordinary resolution. This resolution will be passed if more than 50 per cent. of the votes are cast in favour of it.

Resolution 1—Authority to allot shares

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

Resolution 1, if passed, will authorize the directors under section 551 of the CA 2006 to issue the New Ordinary Shares in order to be able to complete the Acquisition with the cash proceeds from the Subscription.

The New Ordinary Shares when issued will represent 15.8 per cent. of the Existing Ordinary Shares.

The authority will expire on the date falling three months from the date of the passing of such resolution.

Special resolution

Resolution 2 is a special resolution. This resolution will be passed if not less than 75 per cent. of the votes are cast in favour of it.

Resolution 2—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 2 contains a disapplication of pre-emption rights which seeks to give 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, in connection with the Subscription

If passed, this authority will expire at the same time as the authority to allot shares given pursuant to resolution 1 (Authority to allot shares).

IMPORTANT INFORMATION:

The following notes explain your general rights as a shareholder and your right to attend and vote at the GM 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 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:

All Things Considered Group plc – General meeting

Join Zoom Meeting

<https://us06web.zoom.us/j/88947670026?pwd=MU2vls16oRpsPpoYB33rnlFqhfVHrB.1>

Meeting ID: 889 4767 0026

Passcode: 549216

One tap mobile

[+13017158592](tel:+13017158592), [88947670026#](tel:+188947670026) US (Washington DC)

[+13052241968](tel:+13052241968), [88947670026#](tel:+188947670026) US

Dial by your location

- [+1 301 715 8592](tel:+13017158592) US (Washington DC)
- [+1 305 224 1968](tel:+13052241968) US
- [+1 309 205 3325](tel:+13092053325) US
- [+1 312 626 6799](tel:+13126266799) US (Chicago)
- [+1 346 248 7799](tel:+13462487799) US (Houston)
- [+1 360 209 5623](tel:+13602095623) US
- [+1 386 347 5053](tel:+13863475053) US
- [+1 507 473 4847](tel:+15074734847) US
- [+1 564 217 2000](tel:+15642172000) US
- [+1 646 931 3860](tel:+16469313860) US
- [+1 669 444 9171](tel:+16694449171) US
- [+1 669 900 6833](tel:+16699006833) US (San Jose)
- [+1 689 278 1000](tel:+16892781000) US
- [+1 719 359 4580](tel:+17193594580) US
- [+1 929 205 6099](tel:+19292056099) US (New York)
- [+1 253 205 0468](tel:+12532050468) US
- [+1 253 215 8782](tel:+12532158782) US (Tacoma)

Meeting ID: 889 4767 0026

Find your local number: <https://us06web.zoom.us/u/kFRe32EM6>

Access to the meeting will be available from 8.30 a.m. on 8 March 2024, 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 9.00 a.m. 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 GM, 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 GM. 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 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) 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 or, in the case of shares held through CREST, via the Euroclear website, in each case not later than 9.00 a.m. on 6 March 2024.

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 GM and any adjournment(s) by using the procedures described in the CREST Manual (available at 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 8.00 p.m. on 5 March 2024 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 GM 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 GM (Saturdays, Sundays and public holidays excepted) and will also be available at the place of the GM 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, can be found at atcgroupplc.com.

8 MEMBERS' POWER TO REQUIRE CIRCULATION OF RESOLUTIONS OR INCLUDE OTHER MATTERS IN THE BUSINESS DEALT WITH AT THE GM

8.1 The shareholders may require the Company to give notice of a resolution to be moved at the GM or to include in the business to be dealt with at the GM 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 GM 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 GM 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 GM 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 GM, 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 February 2024, being the last business day prior to publication of this GM notice, the Company's issued share capital comprised 14,126,744 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 February 2024 is 14,126,744.

11 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.

12 POLL VOTE

Voting on all resolutions at the GM 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 GM, 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.

ALL THINGS CONSIDERED GROUP PLC (the Company)

FORM OF PROXY - GENERAL MEETING

To be held on 8 March 2024 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** 918995

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

NAME OF PROXY(complete in BLOCK CAPITALS)
TICK THIS BOX IF THIS PROXY APPOINTMENT IS ONE OF MULTIPLE APPOINTMENTS	<input type="checkbox"/> <i>For the appointment of more than one proxy, please refer to note 3</i>
NUMBER OF SHARES TO WHICH THIS PROXY RELATES <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 8 March 2024 (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
Ordinary Resolution 1. Authority to allot shares.			
Special Resolution 2. Disapplication of pre-emption rights.			

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. You must submit your Form before 9:00AM on 6 March 2024.

Signature
Date: