

This notice of meeting is important and requires your immediate attention. If you are in any doubt as to the contents of this document and/or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom.

If you have sold or transferred all of your shares in the Company, please send this document together with the accompanying documents (but not any personalised Form of Proxy) to the purchaser or transferee, or to the stockbroker, bank or other agent through or to whom the transfer was effected so that they can be passed on to the person who now owns the shares.

BRAND ARCHITEKTS GROUP PLC

(Registered in England and Wales with company number 01975376)

Registered office:
8 Waldegrave Road
Teddington
Middlesex
TW11 8GT

10 November 2023

Dear Shareholder,

Notice of the 2023 Annual General Meeting

I am pleased to enclose the Report and Accounts for Brand Architekts Group PLC (the "**Company**") for the year ended June 2023.

Annual General Meeting

The board are looking forward to meeting with the shareholders attending this year's annual general meeting of the Company (the "**AGM**") in person. We are proposing to hold the AGM on Tuesday 12 December 2023 at 11:00 a.m. (London time) at 8 Waldegrave Road, Teddington, Middlesex TW11 8GT. Unless circumstances change, there will not be any restrictions on shareholders attending the meeting.

The formal notice of the AGM is set out on page 3 of this document, and on page 5 there are notes explaining the resolutions ("**Resolutions**") to be proposed at the meeting.

Any shareholders wishing to attend the AGM in person are requested to register their intention by emailing their name and address to geoff.ellis@brandarchitekts.com as soon as practicable and in any event by no later than 8 December 2023 at 5pm.

Arrangements for voting at the Annual General Meeting

Voting at the AGM on each of the Resolutions will be by means of a poll. This reflects best practice and will ensure that shareholders have their votes taken into account in a way that is proportionate to their beneficial shareholdings. The results of the vote on each Resolution will be announced in the normal way, as soon as practicable, after the conclusion of the AGM.

If you are unable to attend the AGM in person, you will still be able to cast your votes on the Resolutions to be proposed at the meeting by appointing myself, the Chair of the meeting or someone else, to act as your proxy.

You can appoint a proxy by completing and returning the enclosed Form of Proxy. Appointing a proxy will not prevent you from attending the meeting and voting in person if you wish to do so. Completed and signed Forms of Proxy should be returned to the Company's Registrars, Computershare Investor Services PLC ("**Computershare**"), at **The Pavilions, Bridgwater Road, Bristol BS99 6ZY** as soon as possible and in any event so as to be received by no later than 11.00 a.m. on 8 December 2023 or, in the case of any adjournment of the AGM, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day).

Further information on how to appoint a proxy to vote on your behalf can be found in the notes to the Notice of AGM and the Form of Proxy.

Recommendation

The directors of the Company consider that the Resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend you to vote in favour of each of the resolutions set out in the Notice of AGM as they intend to do in respect of their own beneficial shareholdings.

The board of directors would like to thank all shareholders for their continued support.

Yours faithfully



Roger McDowell
Chairman

Notice of Annual General Meeting

Notice is hereby given that the thirty-sixth annual general meeting (the "**AGM**") of the above-named Company ("**Company**") will be held on 12 December 2023 at 11:00am (London time) at 8 Waldegrave Road, Teddington, Middlesex TW11 8GT in order to consider the following resolutions:

Ordinary Business

To consider and, if thought fit, pass the following resolutions each of which will be proposed as ordinary resolutions:

1. To receive the annual financial statement of accounts and the reports of the directors and the independent auditors for the financial year ended 30 June 2022.
2. To re-appoint PKF Francis Clark LLP as the Company's auditors.
3. To authorise the directors to determine the auditors' remuneration.
4. To re-elect Mr Christopher How as a director of the Company.
5. To re-elect Mr Quentin Higham as a director of the Company.
6. To re-elect Mr Geoffrey Ellis as a director of the Company.

Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 7 will be proposed as an ordinary resolution and resolutions 8 and 9 will be proposed as special resolutions:

7. That, in substitution for any equivalent unutilised authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**") to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") provided that this authority shall be limited to relevant securities up to an aggregate nominal amount of £465,719.65 (representing currently, 9,314,393 ordinary shares of £0.05 each and being approximately one-third of the nominal value of the issued ordinary share capital of the Company at the date of this Notice) provided that the authority conferred by this resolution, unless previously revoked, varied or extended in accordance with the Act, shall expire on the earlier of 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, save that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.
8. That, subject to the passing of resolution 7 above, the directors of the Company be and they are hereby empowered and authorised (i) to allot equity securities (as defined in Section 560 of the Act) of the Company in accordance with Section 570(1) of the Act wholly for cash pursuant to the authority conferred by resolution 7 above and/or (ii) to sell treasury shares (in accordance with Section 573 of the Act) wholly for cash, in each case as if Section 561(1) of the Act did not apply to such allotment or sale, provided that the power conferred by this resolution shall be limited to:
 - (a) the allotment and/or sale of equity securities in connection with any offer or issue by way of rights or other pre-emptive offer or issue by the Company open for acceptance for a period fixed by the directors:
 - (i) to holders of ordinary shares in the capital of the Company (other than the Company) on the register on a record date fixed by the directors, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
 - (ii) to the holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange and any arrangements which the directors may deem necessary or expedient to deal with any underwriting or any other matter whatsoever relating to any such offer or issue of equity securities by the Company; and
 - (b) the allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities up to an aggregate nominal value equal to £69,857.95 (representing currently, 1,397,159 ordinary shares of £0.05 each and being approximately 5% of the nominal value of the issued ordinary share capital of the Company (excluding treasury shares) at the date of this Notice);

such power, unless previously revoked, varied or extended in accordance with the Act, to expire on the earlier of 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company, except that the Company may before the expiry of such power make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if such power had not expired.

Notice of Annual General Meeting continued

9. That the Company is generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of £0.05 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:
- (a) the maximum aggregate number of ordinary shares that may be purchased is 2,794,318 being a number representing no more than 10% of the current issued ordinary share capital of the Company (excluding treasury shares), as at 11 December 2023 (being the latest practicable date prior to publication of this Notice);
 - (b) the minimum price (excluding expenses) that may be paid for each ordinary share is £0.05 being the nominal value of the ordinary shares;
 - (c) the maximum price (excluding expenses) that may be paid for each ordinary share is the higher of:
 - (i) 105% of the average market value of an ordinary share in the capital of the Company for the five business days immediately prior to the day the purchase is made, the average market value being calculated by reference to the average middle market quotation for such a share during such period as derived from the AIM appendix to the London Stock Exchange Daily Official List; and
 - (ii) the value of an ordinary share in the capital of the Company, being the higher of:
 - the price of the last independent trade in such a share on the trading venue where the purchase is carried out; and
 - the highest current independent bid for such a share on such trading venue;in each case at the time the purchase is agreed;
 - (d) this authority shall expire on the earlier of 15 months after the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company; and
 - (e) 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.

By Order of the Board



Roger McDowell
Chairman

Registered Office:
8 Waldegrave Road
Teddington
Middlesex
TW11 8GT

10 November 2023

Shareholders should refer to the explanatory notes that accompany this Notice.

Notes

1. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 11:00 a.m. on Friday 8 December 2023, being at least 48 hours prior to the time fixed for the AGM (or if the AGM is adjourned, not later than 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
2. As at 11 December 2023 (being the last business day prior to the publication of this Notice), the Company's issued share capital consisted of 27,943,180 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at such date are 27,943,180.
3. Members wishing to attend the AGM in person are asked to register their attendance as soon as practicable by emailing their name and address to Geoff.ellis@brandarchitekts.com. Rules concerning capacity at the venue and changes in health and safety requirements may mean that restrictions are placed on attendance at the AGM. Members are therefore recommended to check the Company's website prior to travelling to the AGM.
4. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent such member. If a member wishes their proxy to speak on their behalf at the meeting, they will need to appoint their own choice of proxy (not the Chairman) and give their instructions directly to them.
5. To appoint a proxy or proxies a member may:
 - (a) use the Form of Proxy enclosed with this Notice of AGM. To be valid, a Form of Proxy, together with any power of attorney or other authority (if any) under which it is signed or a certified copy of the same, must be received by post or (during normal business hours only) by hand at **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY**, in each case no later than 11.00 a.m. on 8 December 2023 (or, in the case of an adjournment of the meeting, not later than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the holding of the adjourned meeting);
 - (b) register the appointment electronically at www.eproxyappointment.com, where you will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown in your Form of Proxy. An electronic proxy appointment will not be valid unless received by 11.00 a.m. on 8 December 2023 (or in the case of an adjournment of the meeting, not later than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the holding of the adjourned meeting. No electronic proxy appointment will be accepted if it is found to contain a computer virus; or
 - (c) if a member holds their ordinary shares in uncertificated form, use the CREST electronic proxy appointment service as described in paragraph 9 below.

The appointment of a proxy will not prevent a member attending the AGM and voting in person, if the member wishes to do so.

6. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy).
7. If a member submits more than one valid proxy appointment in respect of the same share or shares, the appointment delivered or received last before the latest time for the receipt of proxies will take precedence. If conflicting proxies are delivered or received at the same time in respect of (or are deemed to be in respect of) the same shares or it is not possible to determine which proxy appointment was last delivered or received, none of such proxy appointments shall be treated as valid in respect of the shares concerned.
8. If the aggregate number of shares in respect of which proxies are appointed by a member exceeds their entire holding of shares and it is not possible to determine the order in which they were delivered or received (or they were all delivered or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares). If the application of this paragraph 8 gives rise to fractions of shares, such fractions will be rounded down.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof 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(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

Notice of Annual General Meeting continued

10. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the issuer’s agent (ID 3RA50), by 11.00 a.m. on 8 December 2023 (or, in the case of an adjournment of the meeting, not later than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the holding of the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. The Register of Directors’ Interests in the shares of the Company, copies of the executive directors’ service contracts with the Company or the letters of appointment of the non-executive directors will be available for inspection at the registered office of the Company ahead of the AGM.
12. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
13. A corporation which is a member of the Company can appoint a person or persons to act as its representative(s) at the AGM. Each such representative shall be entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder in the Company provided that such powers shall not be exercised by more than one representative in relation to the same shares. Corporate members considering the appointment of a corporate representative should check their own legal position, the Company’s articles of association and the relevant provisions of the Companies Act 2006.

Explanatory notes to the resolutions as proposed at the 2022 annual general meeting

Ordinary Business:

Resolution 1 (Annual accounts and reports)

The directors are required to lay annual financial statement of accounts of the Company and the reports of the directors and the independent auditors for the financial year ended 30 June 2022 before the Company in general meeting.

Resolutions 2 and 3 (Auditors’ remuneration and re-appointment)

At each meeting at which the Company’s accounts are laid before its members, the Company in general meeting is required to appoint auditors to serve until the next such meeting and to authorise the directors to determine their remuneration.

Resolution 2 proposes the re-appointment of PKF Francis Clark LLP as the Company’s auditors. PKF Francis Clark LLP have indicated their willingness to continue as the Company’s auditors.

Resolution 3 authorises the directors to set the auditors’ remuneration.

Resolutions 4 – 6 (Re-election of Directors)

In accordance with Article 80 of the Company’s articles of association, these Resolutions are to approve the re-election of the Mr Christopher How and Mr Quentin Higham as directors on a 3 year rotation and to re-elect Mr Geoffrey Ellis who was appointed to the board of directors since the date of the last AGM:

Geoffrey Ellis, Director

Geoff joined as CFO on 5 June 2023. He has had a distinguished career as an experienced Chief Financial Officer & Chief Operational Officer, with consistent achievement in international business development, combined with expertise in post-merger integration and restructuring. Geoff is a chartered accountant and previously was CFO at Proteome PLC. Between 1995 and 2009 Geoff held a variety of senior executive roles at Walt Disney Incorporated.

Special Business:**Resolution 7 (Directors' power to allot equity securities)**

This resolution grants the directors authority to allot ordinary shares in the capital of the Company up to an aggregate nominal value of £465,719.65 representing currently, 9,314,393 ordinary shares of £0.05 each and being approximately one-third of the nominal value of the issued ordinary share capital of the Company as at the date of this Notice. Unless renewed, revoked, varied or extended, this authority will expire at the earlier of the conclusion of the next annual general meeting of the Company, or 15 months after the date of passing the resolution. Whilst the directors have no current intention to issue further shares, the directors consider it desirable to have the flexibility to do so, in order that they may take advantage of any possible future opportunities as and when they arise.

Resolution 8 (Disapplication of pre-emption rights)

Section 561(1) of the Companies Act 2006 provides that if the directors of the Company wish to allot any equity securities or sell any treasury shares (if it holds any) for cash, it must first offer them to existing shareholders in proportion to their existing shareholdings.

Resolution 8 authorises the directors in certain circumstances to allot equity securities or sell treasury shares for cash other than in accordance with the above statutory pre-emption rights. The relevant circumstances are where the allotment or sale takes place:

- in connection with a rights issue or other pre-emptive offer; or
- otherwise than as aforesaid, up to a maximum nominal amount of £69,857.95 representing currently, 1,397,159 ordinary shares of £0.05 each and being approximately 5% of the nominal value of the issued ordinary share capital of the Company as at the date of this notice.

Resolution 9 (Market purchase of the Company's own shares)

Under its articles of association and Section 693 of the Companies Act 2006, the Company has power to purchase its own shares. Resolution 8 seeks approval to permit the directors, subject to certain limitations, to purchase shares in the market for cancellation and/or for holding in treasury.

If approved, the authority would allow for purchases to be made on the terms set out in the Resolution of up to a maximum number of 2,794,318 ordinary shares (representing just under 10% of the present issued ordinary share capital of the Company). Such authority will terminate upon the earlier of the conclusion of the Company's next annual general meeting or 15 months from the date of the passing of the Resolution.

The directors would use the share purchase authority with discretion and purchases would only be made from funds not required for other purposes and in the light of market conditions prevailing at the time. In reaching a decision to purchase any shares, the directors would take account of the Company's cash resources and capital, the effect of such purchase on the Company's business, any impact on earnings per share or on net tangible assets per share. No announcement will be made by the Company in advance of market purchases but any purchases made by the Company would be announced by 8.30 a.m. on the next business day following the transaction.

In seeking this authority, the directors are not indicating any commitment to purchase ordinary shares. The authority, if conferred, will only be exercised if to do so would be in the best interests of shareholders generally.

As at 8 December 2023 being the last business day prior the publication of this notice, there were share options outstanding over unissued ordinary shares totalling 514,743 in aggregate, 1.84% of the Company's current issued share capital.

