

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 are recommended to seek personal financial advice from your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in the Company, please send this document and all accompanying documents 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

4 November 2021

Dear Shareholder,

## Notice of the 2021 Annual General Meeting

I am pleased to enclose the Report and Accounts for Brand Architekts Group PLC (the "**Company**") for the year ended June 2021.

### Annual General Meeting

The board are looking forward to welcoming shareholders back in person to this year's annual general meeting of the Company (the "**AGM**"), particularly given the constraints faced in 2020 due to the COVID-19 pandemic. Currently, it is possible under government guidelines to hold meetings in person and to have gatherings indoors. We are therefore proposing to hold the AGM on Monday 29 November 2021 at 11:00 a.m. (London time) at 8 Waldegrave Road, Teddington, Middlesex TW11 8GT and to welcome back the maximum number of shareholders we are able, taking into account safety constraints and any prevailing government guidelines at the date of the meeting.

The notice of the AGM is set out on page 4 of this document, and on page 6 there are notes explaining the Resolutions.

Given the constantly evolving nature of the COVID-19 pandemic situation, we want to ensure that we are able to adapt these arrangements efficiently in response to any change in circumstances and government guidelines. Should it no longer be possible for shareholders to physically attend the meeting, we will notify shareholders of the change through a Regulatory Information Service and on the investor page of our website [www.brandarchitektsplc.com/investors/shareholder-company-news](http://www.brandarchitektsplc.com/investors/shareholder-company-news).

If we have to change the arrangements in this way, it is likely that we will not be in a position to accommodate shareholders beyond the minimum required to ensure that a quorum is present at the meeting, which will be achieved through the attendance of employee shareholders.

In view of the continuing uncertainty surrounding the COVID-19 pandemic, we are therefore encouraging all shareholders to vote by proxy at the AGM in accordance with the instructions set out below.

Shareholders intending to attend the AGM, should this be possible, are asked to register their intention as soon as practicable by e-mailing [brandarchitekts@almapr.co.uk](mailto:brandarchitekts@almapr.co.uk)

### Action to be taken

Given the uncertainty around whether or not shareholders will be able to attend the AGM in person, it is recommended that you to complete and return the accompanying Form of Proxy appointing me, as the Chairman of the meeting, to act as your proxy. This will ensure your vote will be counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend the meeting in person.

A completed and signed Form of Proxy should be returned in accordance with the instructions printed thereon so as to be received, during normal business hours only, by the Company's Registrars, **Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol BS99 6ZY**, as soon as possible but in any event by no later than 11.00 a.m. on Thursday 25 November 2021 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).

Please see the notes to the Notice of AGM and the Form of Proxy for full details about the appointment of proxies.

All resolutions at the AGM will be taken under a poll and not by a show of hands in order that shareholder views can be taken fully into account in line with any proxy votes submitted.

**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 and understanding during these exceptional circumstances.

Yours faithfully



**Roger McDowell**  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the thirty-fifth annual general meeting (the "**AGM**") of the above-named Company ("**Company**") will be held on Monday 29 November 2021 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 2021.
2. To authorise the directors to determine the auditors' remuneration.
3. To re-appoint PKF Francis Clark LLP as the Company's auditors.
4. To re-elect Mr. Roger McDowell as a director of the Company.

## Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 5 will be proposed as an ordinary resolution and resolutions 6, 7 and 8 will be proposed as special resolutions:

5. That, in substitution for any equivalent 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 £286,891.20 (representing currently 5,737,824 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.
6. That, subject to the passing of resolution 5 above, the directors of the Company be and they are hereby empowered and authorised to allot equity securities (as defined in Section 560 of the Act) of the Company in accordance with Section 570(1) of the Act and/or to sell treasury shares (in accordance with Section 573 of the Act), wholly for cash pursuant to the authority conferred by resolution 5 above, 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 £43,076.75 (representing currently, 861,535 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.

7. That the Company is generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 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 1,723,070, being a number representing no more than 10% of the current issued ordinary share capital of the Company (excluding treasury shares), as at 3 November 2021 (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;
  - (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.
8. That, the Articles of Association in the form produced at the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By Order of the Board



**Roger McDowell**  
Chairman

8 Waldegrave Road  
Teddington  
Middlesex  
TW11 8GT

4 November 2021

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

# Notice of Annual General Meeting continued

## 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 26 November 2021, being at least 48 hours prior to the time fixed for the AGM (or if the AGM is adjourned, 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 3 November 2021 (being the last business day prior to the publication of this Notice), the Company's issued share capital consisted of 17,230,702 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 November 2021 are 17,230,702.
3. Shareholders wishing to attend the meeting, assuming government guidelines permit such attendance, are asked to register their attendance as soon as practicable by emailing brandarchitekts@almapr.co.uk with details of their name and address. Rules around capacity at the venue and changes in health and safety requirements may mean shareholders cannot ultimately attend the meeting.
4. Given the uncertainty around whether or not shareholders will be able to attend the AGM in person, whether because of safety constraints or changes in government guidelines relating to the COVID-19 pandemic, we recommend that all shareholders appoint the Chairman of the meeting as their proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person.
5. 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 you. 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). A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the meeting or another person as proxy. **All shareholders are strongly encouraged to only appoint the Chairman of the meeting as their proxy or corporate representative as changes in government guidelines may mean that any other person appointed as a proxy is not permitted to attend and vote at the meeting.**

The return of a completed Form of Proxy will not prevent a member attending the AGM and voting in person if the member wishes to do so, should this be permitted under the government guidelines applicable on the day of the AGM.

6. 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.
7. 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.
8. A member that is a company or other organisation not having a physical presence cannot attend the meeting in person but can appoint someone to represent it. This can be done in one of two ways, either by the appointment of:
  - (a) a proxy (described in Note 5 above), or
  - (b) a corporate representative.

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 Act.

## Explanatory notes to the resolutions as proposed at the 2021 annual general meeting

### Ordinary Business:

#### Resolution 1 (Annual accounts and reports)

The directors present the annual accounts, directors' report and independent auditors' report in respect of the financial year ended 30 June 2021.

#### Resolutions 2 and 3 (Auditors' remuneration and re-appointment)

Shareholders are required to authorise the directors to fix the auditors' remuneration and also to appoint auditors at each general meeting at which accounts are presented.

**Resolution 2** authorises the directors to set the auditors' remuneration and **Resolution 3** 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 4 (Re-election of Director)**

In accordance with Article 85 of the Company's articles of association, this Resolution is to approve the re-appointment of Mr. Roger McDowell, having not retired or stood for re-appointment in the previous two AGMs.

Roger was reappointed to the Board in March 2012 having previously served as a Non-Executive Director from July 2011 to January 2012. Roger is an experienced director of over 30 years' standing: he led the Oliver Ashworth Group through dramatic growth, Main Market listing and sale to Saint-Gobain, following which he was appointed to a number of non-executive roles, including chairmanships in both public and private equity backed businesses. Roger currently serves as Chairman of Avingtrans plc and Chairman of Flowtech Fluidpower plc. He is also a Non-Executive Director of Tribal Group plc, Proteome Sciences plc, ThinkSmart plc, Augean plc, British Smaller Companies VCT2 plc and Brand Architekts Group plc. Roger is also a member of the Remuneration, Audit and Nomination Committees.

**Special Business:****Resolution 5 (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 £286,891.20 representing currently, 5,737,824 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 6 (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 6** 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 then as aforesaid, up to a maximum nominal amount of £43,076.75 representing currently, 861,535 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 7 (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 7 seeks approval to permit the directors, subject to certain limitations, to purchase shares in the market for cancellation and/or for holding in treasury. This authority would 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.

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 1,723,070 ordinary shares (representing just under 10% of the present issued ordinary share capital).

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 3 November 2021 prior to the publication of this notice, there were share options outstanding over unissued ordinary shares totalling 525,813 in aggregate, 3.1% of the Company's current issued share capital.

**Resolution 8 – (Adoption of Articles of Association)**

The New Articles contain updated provisions to reflect changes in company law and practice since the existing Articles of Association were adopted in 2008. In particular, the statutory references in the existing Articles of Association have been amended and updated to reflect the companies legislation currently in force.

In line with current practice the New Articles include changes to give the Board more flexibility with respect to the conduct of shareholder meetings. In particular, the Board will have the option in the future to hold a general meeting by way of a combined physical and electronic meeting. This means the Board will have greater flexibility to engage with shareholders in a wider variety of ways and will no longer need to hold purely physical meetings. Also, having regard to the COVID-19 pandemic, it will allow the Board to take account of the need to ensure the safety of shareholders attending general meetings of the Company.

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## Notice of Annual General Meeting continued

### **Resolution 8 – (Adoption of Articles of Association)** continued

In light of the above, the New Articles include new provisions as to how shareholders will be able to attend and participate in a general meeting so that it will be immaterial in determining whether persons are attending or participating in a general meeting, that they are attending it in the same location as each other or how they are able to communicate with each other, provided they have rights to speak and vote at the meeting. The Directors will also be permitted to make such arrangements as they consider appropriate (including the use of an electronic platform) to enable those attending a general meeting to exercise their rights to speak and vote at that meeting.

Similarly, the New Articles amend the provisions relating to the method of voting and demand for a poll to require that voting on resolutions proposed at a general meeting that is held in part using an electronic platform, shall be decided on a poll. This amendment is being made to protect the voting rights of any shareholder who may be attending a general meeting through an electronic platform.

Having regard to difficulties encountered during the COVID-19 pandemic, in common with the practice of other companies, the New Articles also contain additional provisions in relation to the Directors' power to postpone a properly convened general meeting after notice of that meeting has been sent out but before the time at which the meeting is to be held. This provides greater flexibility for the Directors to postpone general meetings and inform members of the new arrangements in circumstances where this may be necessary for example, to comply with Government guidelines relating to the COVID-19 pandemic and/or to avoid unnecessary inconvenience for shareholders.

Other changes include:

- a) the removal of the statement of authorised share capital in light of statutory changes meaning an authorised share capital is no longer required;
- b) deletion of provisions relating to share warrants following the abolition of bearer shares;
- c) updating the provisions regarding methods of paying dividends to shareholders of the Company to provide additional flexibility; and
- d) updating and simplifying the provisions with respect to the disclosure of Directors' interests in transactions or arrangements with the Company and the authorisation of any Director's conflict of interest by the Board (excluding any conflicted Director) in line with current law and practice.

In addition, the opportunity is being taken to introduce some clearer language elsewhere in the New Articles and to make certain consequential amendments and corrections.

A copy of the proposed articles of association of the Company and a copy of the existing articles of association of the Company, marked to show the changes being proposed, will be available for inspection at the Company's registered office during usual business hours until the time of the AGM and for at least 15 minutes before and during the AGM and can also be viewed on the Company's website at [www.brandarchitektsplc.com/shareholder-company-news](http://www.brandarchitektsplc.com/shareholder-company-news).