



NOTICE OF THE 2020 ANNUAL GENERAL MEETING

Notice is hereby given that the 2020 annual general meeting of Tatton Asset Management PLC (the “**Company**”) will be held on Tuesday 18 August 2020 at 11:00am to consider, and if thought fit, pass the following resolutions. The AGM will not be held in a particular place, in line with the Corporate Insolvency and Governance Act 2020. Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and resolutions 12 to 14 (inclusive) will be proposed as special resolutions.

COVID-19 AND AGM PROCEEDINGS

In light of the UK Government’s responses to the COVID-19 outbreak, which currently includes restrictions on all non-essential travel and gatherings of more than six people, the Company is adopting the following AGM arrangements in order to ensure that the health and safety of our shareholders, directors, employees and other key stakeholders is protected:

- The AGM will not be held in a particular place, in line with the Corporate Insolvency and Governance Act 2020.
 - In accordance with the Company’s Articles, the quorum necessary to constitute the AGM is two members in person or proxy, therefore two members will be in attendance to form the quorum and conduct the business of the meeting. The board of directors will also attend by telephone and professional advisers will not be in attendance (but will be available by telephone).
 - The AGM will only address the formal matters contained in this Notice of Annual General Meeting.
 - Attendance by additional shareholders is not considered as “essential for work purposes” and so would not be permitted under the Stay at Home Measures. Shareholders may not attend in person and will be refused entry to the AGM given the Stay at Home Measures.
 - There will be no form of broadcast, website, videoconference or dial in for the AGM for all shareholders due to complexity and cost.
 - All shareholders are urged to appoint the Chairman of the meeting as their proxy, with voting instructions. Please refer to the Notes to this Notice of Annual General Meeting for more information regarding proxy voting. It is emphasised that any forms of proxy being returned via a postal service should be submitted as soon as possible to allow for any delays to or suspensions of postal services in the United Kingdom as a result of measures being implemented by the Government of the United Kingdom.
- Please note that as shareholders will not be able to attend this year’s AGM the Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions on the business of the meeting should be emailed to enquiries@tattonassetmanagement.com before 6.00pm on 17 August 2020 and responses will be posted on the Company’s website, www.tattonassetmanagement.com on the morning of the AGM. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
 - In order to ensure a more accurate reflection of the views of shareholders and ensure that your proxy votes are recognised, voting on all resolutions to be proposed at the AGM will be by way of a poll as permitted by the Company’s articles of association. Resolutions 1 to 11 are proposed as ordinary resolutions. An ordinary resolution will be passed on a poll if it is passed by shareholders representing a simple majority of the total voting rights of shareholders who (being entitled to do so) vote at the AGM. Resolutions 12 to 14 are proposed as special resolutions. A special resolution will be passed on a poll if it is passed by a majority of shareholders representing not less than 75% of the total voting rights of shareholders who (being entitled to do so) vote at the AGM.

The UK Government may change current restrictions or implement further measures relating to the holding of general meetings prior to the AGM. Any changes to the AGM (including the arrangements outlined above) will be made available on the Company’s website at www.tattonassetmanagement.com and by means of the Regulatory Information Service.

ORDINARY RESOLUTIONS

1. To receive and adopt the audited accounts of the Company for the period ended 31 March 2020 and the reports of the directors and independent auditors thereon.
2. To approve the Directors' Remuneration Report contained within the Company's Annual Report and Accounts for the period ended 31 March 2020.
3. To re-appoint as a director Roger Cornick who retires from office in accordance with the Company's articles of association and offers himself for re-appointment.
4. To re-appoint as a director Paul Edwards who retires from office in accordance with the Company's articles of association and offers himself for re-appointment.
5. To re-appoint as a director Paul Hogarth who retires from office in accordance with the Company's articles of association and offers himself for re-appointment.
6. To re-appoint as a director Lothar Mentel who retires from office in accordance with the Company's articles of association and offers himself for re-appointment.
7. To re-appoint as a director Christopher Poil who retires from office in accordance with the Company's articles of association and offers himself for re-appointment.
8. To re-appoint Deloitte LLP as independent auditors of the Company, from the conclusion of this annual general meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to determine the auditors' remuneration.
9. To resolve that the Company declare a final dividend of 6.4p per ordinary share in respect of the year ended 31 March 2020 to be paid on 28 August 2020 to the holders of ordinary shares on the register of members of the Company at the close of business on 17 July 2020.
10. To resolve that the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - 10.1 up to a maximum nominal amount (within the meaning of section 551(3) and (6) of the Act) of £3,727,756 (such amount to be reduced by the nominal amount allotted or granted under resolution 10.2 below in excess of such amount); and
 - 10.2 comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £7,455,511 (such amount to be reduced by any allotments or grants made under resolution 10.1 above)
11. To resolve that, in accordance with sections 366 and 367 of the Act, the Company and all companies that are its subsidiaries when this resolution is passed are authorised, in aggregate, to:
 - 11.1 make political donations to political parties and/or independent election candidates not exceeding £5,000 in total;
 - 11.2 make political donations to political organisations other than political parties not exceeding £5,000 in total; and
 - 11.3 incur political expenditure not exceeding £5,000 in total,

(in each case such terms have the meanings given by sections 363 to 365 of the Act) during the period from the date of the passing of this resolution to the earlier of the date of 18 November 2021 and the next annual general meeting of the Company **PROVIDED THAT** the aggregate amount of political donations and political expenditure made or incurred by the Company or its subsidiaries pursuant to this resolution shall not exceed £5,000. Any terms used in this resolution which are defined in Part 14 of the Act shall bear the same meaning for the purposes of this resolution.

in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next annual general meeting of the Company (or if earlier on 18 November 2021, unless previously revoked or varied by the Company (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry, and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

SPECIAL RESOLUTIONS

12. That, subject to the passing of resolution 10, the directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

12.1 the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under resolution 10.2, by way of a rights issue only):

12.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

12.1.2 to holders of 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 in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

12.2 the allotment of equity securities or sale of treasury shares (otherwise than pursuant to resolution 12.1) to any person up to an aggregate nominal amount of £1,118,327.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 18 November 2021, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

13. To authorise the Company generally and unconditionally for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of the ordinary shares in the capital of the Company on such terms and in such manner as the directors may from time to time determine, such shares to be either held as treasury shares or cancelled as the board may determine provided that:

13.1 the maximum number of ordinary shares which may be purchased is 5,591,634 ordinary shares;

13.2 the minimum price that may be paid for each ordinary share is the nominal amount of such share which amount shall be exclusive of expenses, if any;

13.3 the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of:

13.3.1 105 per cent. of the average of the middle market quotations for the ordinary shares of the Company (as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc) for the five business days immediately preceding the day on which such share is contracted to be purchased; and

13.3.2 the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by the Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation;

13.4 the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired; and

13.5 unless previously renewed, revoked or varied, this authority shall expire on 18 November 2021, or if earlier, at the conclusion of the next annual general meeting of the Company.

14. That, with effect from the conclusion of the annual general meeting, the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman, 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

Paul Edwards
Company Secretary
6 July 2020

Registered Office: Paradigm House, Lower Meadow Road, Handforth, Wilmslow, Cheshire, United Kingdom, SK9 3ND

Notes

1. Only those shareholders registered in the Company's register of members at: 6.00pm on Friday 14 August 2020; or if this meeting is adjourned, at 6.00pm on the day two days prior to the adjourned meeting (excluding non-business days) shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting. In light of the UK Government's responses to the COVID-19 outbreak, which currently includes restrictions on all non-essential travel and gatherings of more than six people, the AGM will not be held in a particular place in line with the Corporate Insolvency and Governance Act 2020. Attendance by additional shareholders is not considered as "essential for work purposes" and so would not be permitted under the Stay at Home Measures. Shareholders may not attend in person and will be refused entry to the AGM given the Stay at Home Measures.
2. Any member wishing to vote at the meeting without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a shareholder of the Company. Shareholders are not permitted to attend the meeting. As such shareholders are encouraged to appoint the Chairman of the meeting as their proxy rather than a named person who will not be permitted to attend the meeting. To be validly appointed, a proxy must be appointed using the procedures set out in these notes and in accordance with any specific proxy appointment instructions. If you appoint a proxy who is not the Chairman, please note that in light of the UK Government's responses to the COVID-19 outbreak, they will not be permitted to attend in person and will be refused entry to the AGM given the Stay at Home Measures.
3. You can vote either:
 - 3.1 by logging on to www.signalshares.com and following the instructions (if you have not registered to use this service before, you will need your investor code which can be located on a share certificate or by contacting the registrar, Link Asset Services);
 - 3.2 by requesting a hard copy form of proxy directly from the registrar, Link Asset Services (previously called Capita), on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 and 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - 3.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be a valid form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at 34 Beckenham Road, Beckenham, Kent BR3 4TU, by 11.00am on Friday 14 August 2020.
4. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
5. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the firstnamed being the most senior).
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST manual (available from www.euroclear.com/site/public/EUI). 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.

7. 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 must be transmitted so as to be received by Link Asset Services (ID RA10) not later than 11.00am on Friday 14 August 2020. 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 Link Asset Services is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. 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.
8. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member that is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or a duly appointed attorney for the Company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Link Asset Services no later than 11.00am on Friday 14 August 2020. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then your proxy appointment will remain valid.
9. As at 6.00pm on 22 July 2020 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 55,916,336 ordinary shares, carrying one vote each, and (ii) the total voting rights in the Company were 55,916,336. The Company's website will include information on the number of shares and voting rights.
10. Please note that as shareholders will not be able to attend this year's AGM, the Company is proposing to allow shareholders the opportunity to raise any issues or concerns arising from the business proposed to be conducted at the meeting. Appropriate questions on the business of the meeting should be emailed to enquiries@tattonassetmanagement.com before 6.00pm on 17 August 2020 and responses will be posted on the Company's website, www.tattonassetmanagement.com on the morning of the AGM. The Company must answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
11. The register of directors' interests in the shares of the Company and copies of the directors' service contracts and letters of appointment, other than those expiring or determinable without payment of compensation within one year, are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the AGM, subject to restrictions in place for COVID-19 safety in accordance with UK Government guidelines, and will be available for inspection at the registered office for at least 15 minutes prior to and during the meeting, subject to restrictions in place for COVID-19 safety in accordance with UK Government guidelines.
12. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company by 6.00pm on Friday 14 August 2020 shall be entitled to attend and vote at the annual general meeting 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 meeting.
13. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
14. There are set out below notes to the resolutions to be passed at the AGM. If you require further guidance you should contact your solicitor or financial adviser.

Explanatory Notes to the Resolutions to be proposed at the Annual General Meeting

RESOLUTION 1

Report and accounts

The directors will present the audited financial statements of the Company for the period ended 31 March 2020 together with the directors' report and the auditor's report on those financial statements.

RESOLUTION 2

Remuneration report

The directors will present the remuneration report for the period ended 31 March 2020 for approval. This vote is not mandatory but is considered best practice.

RESOLUTIONS 3 TO 7 (INCLUSIVE)

Re-appointment of directors

Under the articles of association of the Company, at least one third of the total number of directors shall retire at the annual general meeting and shall then be eligible for re-appointment. As there are no directors of the Board who have been appointed since the last Annual General Meeting, at least one third of the total number of directors shall retire. The directors have agreed that they shall all retire and be proposed for re-appointment in accordance with the recommendations of the UK Corporate Governance Code. Brief biographical details of each of the directors can be found on pages 36 and 37 of the Annual Report and Accounts and on the Company's website www.tattonassetmanagement.com.

RESOLUTION 8

Re-appointment of auditors and fixing of auditors' remuneration

At every annual general meeting at which accounts are laid before shareholders, the Company is required to appoint an auditor to hold office from the end of the meeting until the next such meeting. Resolution 8 proposes that Deloitte LLP be re-appointed as the Company's auditors to hold office until the next annual general meeting and that the directors be authorised to set their remuneration.

RESOLUTION 9

Declaration of a final dividend

Resolution 9, if passed, will grant the Company the right to declare a final dividend to the holders of ordinary shares of the Company and apportioned and paid pro rata to the amounts paid upon the ordinary shares of the Company during any portion or portions of the period up to 31 March 2020. The record date for payment of the dividend is 17 July 2020 and the ex-dividend date is 16 July 2020.

RESOLUTION 10

General authority to allot new shares

Resolution 10, if passed, will grant authority for the directors to issue new shares within the best practice limits set by The Investment Association. The authority set out in resolution 10.1 would permit allotments of new shares up to approximately one-third of the current issued share capital. The authority set out in resolution 10.2 would permit allotments of new shares up to approximately two-thirds of the current issued share capital but would apply only in the case of an allotment of shares made pursuant to a rights issue (pre-emptive offer). The power granted by this resolution will expire on the conclusion of next year's annual general meeting or, if earlier, on 18 November 2021.

RESOLUTION 11

This resolution, if passed, authorises the Company and its current subsidiaries to make political donations.

The Company has no intention of changing its current policy of not making donations to political parties or campaigns. The Act requires companies to seek shareholder approval before they can make donations to political parties, independent election candidates or political organisations or incur political expenditure in excess of £5,000. This resolution is intended to authorise normal activities (such as public relations or marketing activities) which, as a result of wide definitions in the Act, may constitute donations to political parties, independent election candidates or political organisations or political expenditure. The resolution is being sought as a precaution to ensure that the Company's normal business activities are within the Act and covers the Company and any company which is or becomes a subsidiary of the Company at any time during the period for which the resolution has effect.

RESOLUTIONS 12

General disapplication of pre-emption rights

Resolution 12, which is proposed as a special resolution, will, if passed, give the directors power, pursuant to the authority to allot granted by resolution 10, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings: (a) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors otherwise consider necessary, up to a maximum nominal amount of £3,727,756 which represents approximately one-third of the current issued share capital (excluding treasury shares) as at 22 July 2020 (being the latest practicable date prior to the publication of this document) and, in relation to rights issues only, up to a maximum additional amount of £7,455,511 which represents approximately two thirds of the current issued share capital (excluding treasury shares) as at 22 July 2020 (being the latest practicable date prior to the publication of this document); and (b) in any other case, up to a maximum nominal amount of £1,118,327 which represents approximately 10 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at 22 July 2020 (being the latest practicable date prior to the publication of this document).

The power granted by this resolution will expire on the conclusion of next year's annual general meeting or, if earlier, on 18 November 2021. The directors have no present intention to exercise the authority conferred by this resolution.

RESOLUTION 13

This resolution, which is proposed as a special resolution, will give the Company authority to purchase its own shares in the market up to a limit of approximately 10 per cent. of its issued ordinary share capital (excluding treasury shares) at 22 July 2020, being the latest practicable date prior to the publication of this notice. The maximum and minimum prices are stated in the resolution. Whilst they do not currently have any intention to utilise this authority the directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. The directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares. The Company may consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This gives the Company the ability to transfer treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.

RESOLUTION 14

Adoption of new articles of association

This resolution, which is proposed as a special resolution, proposed to adopt a new set of articles of association primarily to allow the Company to hold hybrid meetings going forward. The new articles of association as proposed to be adopted pursuant to resolution 14 will take effect from the conclusion of the AGM. The new articles include provisions enabling the Company to provide additional opportunities for shareholders to participate in general meetings electronically but do not permit the holding of 'virtual only' general meetings.

A copy of the Company's existing articles of association, and a copy marked to show the differences between those and the new articles of association as proposed to be adopted pursuant to resolution 15, will be available for inspection from the date of this circular and up to the time of the AGM at the registered office of the Company during usual business hours and at the registered office from 10.45am until the close of the meeting, subject to restrictions in place for COVID-19 safety in accordance with UK Government guidelines. The articles will also be available at www.tattonassetmanagement.com.

