

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are advised to consult your own stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your shares in the Topps Tiles Plc, 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.

Topps Tiles Plc

Notice of Annual General Meeting

to be held at 9.30 am on Thursday 18 January 2024
at the Marriott Hotel, Smith Way, Grove Park, Leicester LE19 1SW

Notice of the Annual General Meeting of Topps Tiles Plc is set out on pages 3 to 7 of this document.

Chair's letter

To the Shareholders of Topps Tiles Plc ("Topps Group" or the "Company")

20 December 2023

Dear Shareholder

Notice of Annual General Meeting 2024

I am pleased to inform you that the Annual General Meeting ("Annual General Meeting", "AGM" or the "Meeting") of Topps Group will be held at 9.30 am on Thursday 18 January 2024 at the Marriott Hotel, Smith Way, Grove Park, Leicester LE19 1SW.

Notice of the Annual General Meeting, including the proposed resolutions and explanatory notes is set out below.

Meeting arrangements, voting and engagement with Shareholders

We are pleased to be able to welcome Shareholders in person to our 2024 Annual General Meeting and ask that Shareholders who wish to attend register their intention to do so as soon as practicable and, in any case, by no later than 9.30 am on 11 January 2024 via email to AGM@toppstiles.co.uk. Please include your name as shown on the Company's Register of Members.

Could you please monitor the Company's website (www.toppsgroup.com) (the "Website") and regulatory news announcements for any updates on the format of and arrangements for the Meeting.

The Annual General Meeting is typically a good opportunity for Shareholders to meet with the Directors, where they can provide an update on the Company's business and answer Shareholders' questions. To ensure that Shareholders have an opportunity to engage with the Board, this year the Board will be pleased to answer questions proposed in advance of the Meeting. Please see the notes on the following pages for details of when and how to ask questions in advance.

Special Resolutions

The Board is proposing one special resolution at the forthcoming AGM that enables the Company to buy back shares.

The Board strongly recommends Shareholders to vote online by proxy, appointing me, as the Chair of the meeting, as your proxy regardless of whether you plan to attend in person.

Voting on all of the resolutions to be proposed at the Meeting will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as Shareholders' votes are counted according to the number of shares registered in their names, rather than according to the votes of Shareholders who attend the Annual General Meeting. Shareholders will be asked to consider and vote on the resolutions set out in the Notice of Annual General Meeting below. The results will be published on our Website and also released to the London Stock Exchange via a Regulatory Information Service. Please see the notes below for detail of when and how to vote by proxy.

Communications

We encourage Shareholders to receive their copy of the Annual Report and Accounts online. Therefore, in accordance with the articles of association and unless a Shareholder requests otherwise, the Company communicates with its Shareholders by publishing information (including statutory documents, such as the Annual Report and Accounts) ("Shareholder Communications") on its Website.

In accordance with this policy, the Topps Group has published the Annual Report and Accounts 2023 on its Website. For those Shareholders who are opted in to receive paper copies of any Shareholder Communications, a copy of the Annual Report and Accounts 2023 has been sent by post.

Any Shareholders wishing to receive paper copies of Shareholder Communications should advise our Registrars, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on 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. The helpline is open between 9.00 am – 5.30 pm Monday to Friday excluding public holidays in England and Wales.

Website

Our corporate Website provides more information about the Topps Group including:

- a copy of our full Annual Report and Accounts; and
- all our latest news and regulatory announcements.

Recommendation

The Directors of the Company consider that all of the resolutions to be proposed at the Meeting are in the best interests of the Company and its Shareholders as a whole and are most likely to promote the success of the Company for the benefit of the Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of all of the proposed resolutions as they intend to do in respect of their own beneficial holdings currently amounting to 0.56% of the issued share capital of Topps Tiles Plc.

Paul Forman

Chair, Topps Tiles Plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Annual General Meeting**”, the “**AGM**” or the “**Meeting**”) of Topps Tiles Plc (the “**Company**”) will be held on Thursday 18 January 2024 at 9.30 am at the Marriott Hotel, Grove Park, Smith Way, Leicester LE19 1SW for the following purposes:

Ordinary Business

To consider and vote on the following resolutions, 1– 11 (inclusive), which will be proposed as Ordinary Resolutions:

1. To receive, consider and adopt the Company’s audited financial statements for the financial period ended 30 September 2023, together with the Directors’ Report and the Auditors’ Report on those accounts (collectively the “**Annual Report and Accounts**”).
2. To declare a final dividend of 2.4 pence per Ordinary Share for the financial period ended 30 September 2023 payable on 2 February 2024 as recommended by the Directors.
3. To approve the Directors’ Remuneration Report for the financial period ended 30 September 2023 which is set out on pages 124 to 147 of the Annual Report and Accounts (excluding the Directors’ Remuneration Policy which is which is set out on pages 127 to 147).
4. To elect Paul Forman as a Director of the Company.
5. To re-elect Robert Parker as a Director of the Company.
6. To re-elect Stephen Hopson as a Director of the Company.
7. To re-elect Keith Down as a Director of the Company.
8. To re-elect Diana Breeze as a Director of the Company.
9. To re-elect Kari Daniels as a Director of the Company.
10. To re-appoint Mazars LLP as the auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting at which the Annual Report and Financial Statements are laid before the Company.
11. To authorise the Directors to determine the remuneration of the auditors.

Special Business

To consider and vote on resolution 12 which will be proposed as an Ordinary Resolution and resolution 13 which will be proposed as a Special Resolution:

12. 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 generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”):
 - a. 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 of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “**relevant securities**”) up to an aggregate nominal amount of £2,183,168 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £2,183,168); and further:
 - b. to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £4,366,336 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue:
 - i. in favour of holders of Ordinary Shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable)

- ii. to 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 overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever, provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 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 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.

13. THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of 3.33p each in the capital of the Company (“**Ordinary Shares**”) provided that:
 - a. the maximum number of Ordinary Shares hereby authorised to be purchased is 19,668,181 (representing 10% of the Company’s issued Ordinary Share capital);
 - b. the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 3.33p;
 - c. the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share shall be an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such Ordinary Share is contracted to be purchased; and this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next Annual General Meeting, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

20 December 2023

By order of the Board

Joanne Steer
Company Secretary

Registered Office:

Topps Tiles
Thorpe Way
Grove Park
Enderby
Leicestershire
LE19 1SU

Registered Number: 3213782

Notice of Annual General Meeting

NOTES

Entitlement to Attend and Vote

1. Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at 9.30 am on 16 January 2024 (or if the Annual General Meeting is adjourned, 48 hours before the time fixed for the adjourned Annual General Meeting) 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. In each case, 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 Annual General Meeting.
2. Shareholders wishing to attend the meeting are asked to register their attendance as soon as practicable and in any case, no later than 9.30 am on 11 January 2024, via email to AGM@toppstiles.co.uk. Please include your name as shown on the Company's Register of Members. Rules around capacity at the venue and changes in health and safety requirements may mean Shareholders cannot ultimately attend the meeting.
3. We recommend that all Shareholders vote online by proxy, appointing the Chair of the meeting as your proxy regardless of whether you plan to attend in person. This will ensure that your vote is counted even if you or any other proxy you might appoint are unable to attend in person. See below for details of when and how to vote by proxy.
4. Voting by proxy will not prevent a member attending the Annual General Meeting and voting in person if the member wishes to do so, whether electronically or in person at the physical meeting.
5. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as (s)he thinks fit or, at his/her discretion, withhold from voting.
6. All Shareholders are strongly encouraged to submit their voting instructions online by proxy appointing the Chair of the Meeting as their proxy. Only persons entered on the register of Shareholders at 9.30 am on 16 January 2024 (or, if the Meeting is adjourned, at close of business on the day two days (excluding non-working days) prior to the adjourned Meeting) ("**Shareholders**") shall be entitled to attend and vote at the Meeting. Changes to the register of members after this date shall be disregarded in determining the rights of any person to vote at the Meeting.

Website Giving Information Regarding the Meeting

7. Information regarding the Meeting, including the information required by section 311A of the Act, can be found on our website at www.toppsgroup.com.

Appointment of Proxies, Generally

8. A Shareholder is entitled to appoint one or more persons as proxies to exercise their rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them.

9. Shareholders can register their proxy appointment and give proxy instructions to vote:
 - online through www.signalshares.com;
 - if a CREST member, by utilising the CREST online proxy appointment service;
 - if an institutional investor, by utilizing the Proximity platform;
 - by returning a Proxy Form by post.

See below for notes on when and how to do this and please refer to the terms and conditions of the online services on their websites.

10. We recommend that all Shareholders vote online by proxy, appointing the Chair of the meeting as your proxy regardless of whether they plan to attend in person.
11. **If you submit your proxy form online or by post, you must ensure that it reaches Link Group by 9.30 am on 16 January 2024 in order for your vote to be counted.** Should you complete your proxy form online and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether online or posted.
12. A proxy does not need to be a Shareholder but must be duly appointed to represent a Shareholder. Shareholders can only appoint a proxy using the procedures set out in these notes, the notes to the Proxy Form and on the [signalshares](http://signalshares.com) and [Crest](http://crest.com) websites.
13. The appointment of a proxy will not prevent a Shareholder from attending and voting in person at the Meeting. Should a Shareholder do this, the votes at the Meeting will be counted to the exclusion of instructions received earlier, whether online or posted. **However, as noted above the Board strongly recommends Shareholders to vote online by proxy, appointing the Chair of the meeting, as their proxy regardless of whether they plan to attend in person.** This will ensure that your vote will be counted even if you are unable to attend.
14. If you are not a Shareholder of the Company but you have been nominated by a Shareholder of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.

Appointment of Proxies, Signalshares

15. Unless you are a CREST member, you are strongly encouraged to use the Electronic Proxy Appointment ("EPA") for the Annual General Meeting. EPA enables Shareholders to lodge their proxy appointment by online means via a website provided by our Registrar, at www.signalshares.com. Full details of the procedures are given on that website.
16. For an online proxy appointment to be valid, the appointment must be received by Link Group no later than 9.30 am on 16 January 2024 (or, if the Meeting is adjourned, no later than 48 hours before the time of any adjourned Meeting). Any online communication sent by a Shareholder to the Company or Link Group which is found to contain a virus will not be accepted by the Company but every effort will be made by the Company to inform the Shareholder of the rejected communication.

Appointment of Proxies, through CREST

17. CREST members who wish to appoint a proxy or proxies through the CREST online proxy appointment service may do so by using the procedures described in the CREST Manual. 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.

- In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited (“Euroclear”) 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 issuers’ agent (ID RA10) by the latest time for receipt of proxy appointments specified in this notice (9.30 am on 16 January 2024). 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 registrars are 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 to the appointee through other means.
- CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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 a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be 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 (as amended).

Appointment of Proxies, through Proxymity

18. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.30 am on 16 January 2024 in order to be considered valid (or, in the event that the Meeting is adjourned, no later than two working days

before the time of any adjourned meeting). Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Appointment of Proxies, by Post

19. A Proxy Form is only available on request from our Registrars, Link Group, who will issue a Proxy Form free of charge to Shareholder who requests one. You can email them at shareholderenquiries@linkgroup.co.uk or call them on 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. The helpline is open between 9.00 am – 5.30 pm Monday to Friday excluding public holidays in England and Wales. Notes for completion can be found on the form and should be read carefully before it is completed. To be valid, the form of proxy must be completed, signed and sent to the offices of the Company’s registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, so as to arrive no later than 9.30 am on 16 January 2024 (or, in the event that the Meeting is adjourned, no later than two working days before the time of any adjourned meeting). Please allow enough time to receive your Proxy Form by post, complete it and return it to Link Group.

Appointment of Proxies, by Joint Holders

20. 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 first-named being the most senior).

Changing Proxy Instructions

21. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of Proxy Appointment

22. A Shareholder may revoke a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Registrar at Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a Shareholder which 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 an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly

Notice of Annual General Meeting

certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by the Registrar no later than 9.30 am on 16 January 2024. If you attempt to revoke your proxy appointment but the revocation is received after this time your original proxy appointment will remain valid unless you attend the Meeting and vote in person. **However, as noted above, the Board strongly recommends Shareholders to vote online by proxy, appointing the Chair of the meeting, as their proxy regardless of whether they plan to attend in person.**

Votes Withheld

23. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Companies and Other Shareholders (not being individuals)

24. A Shareholder that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (as described above); or by a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's Articles of Association (the "Articles") and the relevant provision of the Act.

Issued Shares and Total Voting Rights

25. As at the close of business on 14 December 2023, the Company's issued share capital comprised 196,681,818 Ordinary Shares of 3.33p each. Each Ordinary Share carries the right to one vote at a general meeting of the Company. No Ordinary Shares were held in treasury, but the Company's employee benefit trust holds 142,975 Ordinary Shares to which it has waived its voting rights. Accordingly, the total number of voting rights in the Company as at the close of business on 14 December 2023, is 196,538,843.

Questions at the Meeting

26. Shareholders have the right to ask questions at the Meeting in accordance with section 319A of the Act

27. Shareholders are encouraged to submit questions via email to AGM@toppstiles.co.uk, by 9.30 am on Tuesday 16 January 2024. Please include your name as shown on the Company's Register of Members. The Company must answer any question you ask relating to the business being dealt with at the Meeting unless:

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

Website Publication of Audit Concerns

28. It is possible that, pursuant to requests made by one or more Shareholders under section 527 of the Act, the Company may be required to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website. Where a Shareholder or Shareholders wish to request the Company to publish audit concerns, such request must be made by either sending:

- a request which states your full name and address to AGM@toppstiles.co.uk. Please state "AGM" in the subject line of the email; or
- a hard-copy request which is signed by you and states your full name and address to the Company Secretary at Topps Tiles Plc, Topps Tiles, Thorpe Way, Grove Park, Enderby, Leicestershire, LE19 1SU.

Nominated Persons

29. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under section 146 of the Act ("**nominee**"):

- the nominee may have a right under an agreement between the nominee and the member by whom he was appointed, to be appointed, or to have someone else appointed, as a proxy for the Meeting; or
- if the nominee does not have any such right or does not wish to exercise such right, the nominee may have a right under any such agreement to give instructions to the member as to the exercise of voting rights.

The right of a member under section 324 of the Act to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the Act.

Voting

30. Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as Shareholders' votes are counted according to the number of shares registered in their names, rather than according to the votes of Shareholders who attend the Annual General Meeting.

Members Rights

31. In accordance with section 338 of the Act, a member or members of the Company may (provided that the criteria set out in section 338(3) of the Act are met) require the Company to give to members notice of a resolution which may properly be moved and is intended to be moved at the Annual General Meeting, provided that: (a) the resolution must not be, if passed, ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); and (b) the resolution must not be defamatory of any person, frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must be authenticated by the person or persons making it, must identify the resolution of which notice is to be given and must be received by the Company not later than 6 weeks before the Annual General Meeting, or, if later, the time at which notice is given of the Annual General Meeting. (In the foregoing sentence, the terms "hard copy form", "electronic form" and "authenticated" bear their respective meanings set out in the Act in relation to a communication, or a document or information sent or supplied, to a company.)
32. In accordance with section 338A of the Act, a member or members of the Company may (provided that the criteria set out in section 338A(3) of the Act are met) require the Company to include in the business to be dealt with at the Annual General Meeting a matter (other than a proposed resolution) which may properly be included in the business of the Annual General Meeting, provided that the matter is not defamatory of any person, frivolous or vexatious. A request may be in hard copy form or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person or persons making it and must be received by the Company not later than 6 weeks before the Annual General Meeting, or, if later, the time at which notice is given of the Annual General Meeting. (In the foregoing sentence, the terms "hard copy form", "electronic form" and "authenticated" bear the respective meanings set out in the Act in relation to a communication, or a document or information sent or supplied, to a company.)

Further Information

33. Link Group maintain the Company's share register. If you have any queries about voting or about your shareholding, please contact Link Group via email at shareholderenquiries@linkgroup.co.uk or call the telephone helpline service on 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. The helpline is open between 9.00 am – 5.30 pm Monday to Friday excluding public holidays in England and Wales.

Documents on Display

34. The following documents are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the Annual General Meeting and will also be available for inspection at the place of the Annual General Meeting not less than 15 minutes prior to and during the meeting:
- copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings; and
 - letters of appointment of the non-executive directors.
35. Information regarding the Meeting, including the information required by section 311A of the Act, can be found at www.toppsgroup.com. In addition, this information is available for inspection at the Company's registered office during normal business hours by prior appointment with the Company Secretary. Requests should be sent to AGM@toppstiles.co.uk.

Communication

36. You may not use any online address provided either in this Notice of Annual General Meeting or in any related documents (including the proxy form and the signalshares and Crest websites) to communicate with the Company for any purposes other than those expressly stated.

Explanatory notes to the notice of Annual General Meeting

THE ANNUAL GENERAL MEETING of the Company will be held at the Marriott Hotel, Smith Way, Grove Park, Leicester LE19 1SWU on 18 January 2024 at 9.30 am.

By way of explanation of the proposed resolutions:

Ordinary Business

Resolution 1 (Receiving the Annual Report and Accounts)

The Directors are required to present to the Meeting the audited accounts and the reports of the Directors and the auditors for the financial period ended 30 September 2023; and Shareholders are invited to receive, consider and adopt them.

Resolution 2 Declaration of Final Dividend

A final dividend of 2.4 pence per Ordinary Share is recommended by the Directors for payment to Shareholders on the register of members of the Company at 6.00 pm on 22 December 2023. Subject to approval by the Shareholders at the Annual General Meeting, the dividend will be paid on 2 February 2024. An interim dividend of 1.2 pence per share was paid on 14 July 2023 which means the total dividend level will be 3.6 pence per Ordinary Share for the 52 weeks prior to 30 September 2023.

Resolution 3 (Directors' Remuneration Report)

The Remuneration Committee of the Board is seeking Shareholder approval for the Directors' Remuneration Report. The Company is required to seek Shareholder approval in respect of the contents of this report on an annual basis. The vote is an advisory one and the entitlement of a Director to receive remuneration is not conditional on it.

Resolution 4

Election of Director

Paul Forman, who was appointed as a Director since the last Annual General Meeting, is offering himself for election as a Director at the Meeting in accordance with the provisions of the 2018 UK Corporate Governance Code and also in accordance with the Company's Articles of Association.

Resolutions 5 to 9

Re-election of Directors

Although not required by the Company's Articles, in line with good corporate governance (2018 UK Corporate Governance Code) Robert Parker, Stephen Hopson, Keith Down, Diana Breeze and Kari Daniels will retire voluntarily and offer themselves for re-election.

The Chair confirms that, following formal performance evaluation, each of the directors standing for re-election continues to be an effective member of the board, to make a positive contribution and to demonstrate commitment to the role. The board believes that the considerable and wide-ranging experience of the directors will continue to be invaluable to the Company.

It is the board's view that each of the Non-Executive Directors standing for election and re-election brings considerable management experience and independent perspective to the board's discussions and is considered to be independent of management and free from relationships or other circumstances that could affect, or appear to affect, the exercise of their independent judgment.

Biographical details of all the Directors, including a description of the experience and relevant qualifications of each Director along with details of their external appointments can be found in the Appendix to this Notice on pages 10 to 12.

Resolution 10

Appointment of Auditors

This resolution concerns the re-appointment of Mazars LLP as auditors until the conclusion of the next general meeting at which accounts are laid, that is, the next Annual General Meeting.

Resolution 11

Auditors' Remuneration

This resolution authorises the Directors to fix the auditors' remuneration.

Special Business

Resolution 12

Directors' Power to Allot Shares

This resolution complies with guidance issued by the Investment Association and will, if passed, authorise the Directors to allot:

- relevant securities up to a maximum nominal amount of £2,183,168 which represents approximately one-third of the Company's issued Ordinary Shares (excluding treasury shares) as at the date of this notice. This maximum is reduced by the nominal amount of any equity securities allotted under the authority set out in paragraph (b) of resolution 12 in excess of £2,183,168; and
- in relation to a pre-emptive right issue only, equity securities (as defined by section 560 of the Act) up to a maximum nominal amount of £4,366,336 which represents approximately two-thirds of the Company's issued Ordinary Shares (excluding treasury shares) as at the date of this notice. This maximum is reduced by the nominal amount of any relevant securities allotted under the authority set out in paragraph (a) of resolution 12.

Therefore, the maximum nominal amount of relevant securities (including equity securities) which may be allotted under this resolution is £4,366,336.

As at the date of this notice, the Company does not have any treasury shares.

The Directors do not have any present intention to issue any new shares, save in respect of employee share schemes, but they consider it desirable to maintain the flexibility that these authorities provide so that they can more readily take advantage of possible opportunities that may arise.

Resolution 13

Authority to Purchase Shares (Market Purchases)

This resolution authorises the Board to make market purchases of up to 19,668,181 Ordinary Shares (representing approximately 10% of the Company's issued Ordinary Shares as of 19 December 2023, being the latest practicable date before publication of this notice).

Shares so purchased may be cancelled or held as treasury shares. The authority will expire at the end of the next Annual General Meeting of the Company or 15 months from the passing of the resolution, whichever is the earlier.

The minimum price that can be paid for an Ordinary Share is 3.33p, being the nominal value of an Ordinary Share. The maximum price that can be paid is 5% over the average of the middle market prices for an Ordinary Share, derived from the Daily Official List of the London Stock Exchange, for the five business days immediately before the day on which the share is contracted to be purchased.

The Directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and Shareholders generally. The overall position of the Company will be taken into account before deciding upon this course of action. The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the Directors on the same basis at the time of the purchase.

As at 19 December 2023, being the latest practicable date before publication of this notice, there were outstanding awards under the Company's various share option schemes in respect of 13,187,895 ordinary shares in the capital of the Company, representing 6.71% of the Company's issued ordinary share capital.

If the authority to purchase the Company's ordinary shares were exercised in full, the number of outstanding options would represent 7.45% of the Company's issued ordinary share capital following the repurchase of shares.

Appendix

Paul Forman

Non-Executive Chair

Chair of the Nomination and Governance Committee

Committee Membership

(N)

Date of Appointment

Joined the Board on 1st July 2023

Independent

Yes

Committee Membership

Nomination and Governance Committee (Chair)

Skills and Experience

Paul is an experienced director of both listed and private equity-backed businesses, gained in a variety of executive and non-executive roles. He has successfully driven growth, strategic change and fostered high performance, highly engaged workforces. His experience includes Chief Executive roles at three FTSE250 businesses: Essentra Plc, Coats Group Plc and Low & Bonar Plc. He is also a former non-executive director of Brammer Plc.

External Appointments

Senior Independent Director at Tate & Lyle Plc and Chair at FSI Ltd, the private equity-backed flavours and fragrances business.

Rob Parker

Chief Executive

Date of Appointment

Joined the Board on 10 April 2007 as Chief Financial Officer.

Appointed as Chief Executive Officer with effect from 29 November 2019

Independent

No

Committee Membership

None

Skills and Experience

Rob has gained significant knowledge of the Group and the sector in which it operates from over 15 years of experience on the Board as, initially, Chief Financial Officer and, since 2019, Chief Executive, during which he has contributed to and successfully led its expansion and steered it through the challenges of Covid-19. He has deep experience of the sector which, with his financial expertise, plays a fundamental role in driving the Group's strategy, purpose and vision. He chairs the Group Health and Safety and Environmental Committee. He is a qualified accountant and has held senior finance roles with the Boots Group and Savers Health & Beauty Limited.

External Appointments

None

Stephen Hopson

Chief Financial Officer

Date of Appointment

Joined the Board on 2 November 2020

Independent

No

Committee Membership

None

Skills and Experience

Stephen provides financial expertise and a significant management and commercial contribution to develop and execute the Group's strategy. He ensures that there is a robust and effective financial control environment, compliant with regulatory requirements, and is responsible for all areas of finance, IT and Group legal matters. He joined the Board from Molson Coors Beverage Company, where he was Director of Central Finance for Western Europe. Before this, Stephen spent five years at Travis Perkins Plc, including three years as Finance Director for BSS, and has also held senior finance roles at Mitchells & Butlers Plc where, amongst other functions, he held responsibility for Investor Relations. Stephen is a CIMA-qualified management accountant and holds an MBA.

External Appointments

None

Committee membership key:

- A** Audit Committee
- N** Nomination and Governance Committee
- R** Remuneration Committee
- ()** Committee Chair

Keith Down

Senior Independent

Non-Executive Director and Chair of the Audit Committee Committee Membership (A) N R

Date of Appointment

Joined the Board on 2 February 2015

Independent

Yes

Committee Membership

Audit Committee (Chair), Nomination and Governance Committee, Remuneration Committee

Skills and Experience

Keith, a Chartered Accountant, is a highly experienced finance leader, with a wealth of experience gained from various sectors, including retail and consumer, covering accounting, audit and governance, together with significant digital and commercial experience. He has also held responsibility for and management of head office functions, including property, IT, marketing and legal and secretariat, all of which are relevant for the Board. His former positions include Group Finance Director of Selfridges Group, CFO of Dunelm Group Plc, Go-Ahead Group Plc and JD Wetherspoons Plc and senior roles at Tesco Plc, where he was responsible for all Tesco digital operations, and T & S Stores Plc.

External Appointments

Senior Independent Director and Chair of the Audit Committee of Tortilla Mexican Grill Plc.

Diana Breeze

Non-Executive Director,

Chair of the Remuneration Committee

Committee Membership

A N (R)

Date of Appointment

Joined the Board on 1 February 2021

Independent

Yes

Committee Membership

Remuneration Committee (Chair), Audit Committee, Nomination and Governance Committee

Skills and Experience

Diana brings extensive and relevant expertise from senior roles in the retail, consumer, logistics and property sectors. She was a consultant with Accenture between 1996 and 2003 and has held senior HR roles at J Sainsbury PLC before becoming Group HR Director at Land Securities PLC and, subsequently, Director of Group Human Resources at Bunzl Plc, which is her current position. Diana has extensive experience on all people-related matters,

including organisational development, executive succession, reward structures and diversity and inclusion policies and governance. In her current role, she also has executive responsibility for Sustainability and is experienced in implementing all aspects of the Environmental, Social and Governance agenda.

External Appointments

Director of Group Human Resources and member of the Executive Committee at Bunzl Plc where she attends meetings of the Remuneration and Nomination Committees.

Kari Daniels

Non-Executive Director, Employee Engagement Director

Committee Membership

A N R

Date of Appointment

Joined the Board on 1 April 2021

Independent

Yes

Committee Membership

Audit Committee, Nomination and Governance Committee, Remuneration Committee, Employee Engagement Director

Skills and Experience

Kari contributes considerable commercial, marketing, digital, retail and branding expertise to the Board. She had over 20 years in executive leadership roles at Tesco where she was CEO of Tesco Ireland for four years and spent three years as UK Commercial Director. Prior to Tesco she held marketing and leadership positions at SC Johnson, Wella and Superdrug. She was formerly President of the Irish Grocers Benevolent Fund and an Advisory Board member of 30% Club Ireland.

External Appointments

CEO, UK, Ireland and Netherlands and member of Group Executive Committee for SSP Group Plc. She is a member of the PIC (Council) of the IGD (Institute of Grocery Distribution (UK)) and Advisory Board member of WiTHTL (Women in Hospitality and Leisure (UK)).

Committee membership key:

- A** Audit Committee
 - N** Nomination and Governance Committee
 - R** Remuneration Committee
 - ()** Committee Chair
 - I** Senior Independent Director
-

Appendix

Directors' skills and experience

	Paul Forman	Rob Parker	Stephen Hopson	Keith Down	Diana Breeze	Kari Daniels
Corporate and personal						
Leadership	✓	✓	✓	✓	✓	✓
Strategy	✓	✓	✓	✓	✓	✓
Governance	✓	✓	✓	✓	✓	✓
Environmental & sustainability	✓	✓			✓	✓
Investor relations	✓	✓	✓	✓		
Banking	✓	✓	✓	✓		
M&A	✓	✓	✓	✓	✓	✓
People	✓	✓	✓	✓	✓	✓
Business and commercial						
Marketing	✓			✓		✓
B2B experience	✓	✓	✓	✓	✓	
Digital	✓	✓		✓		✓
Business development	✓	✓	✓	✓		✓
Brand building	✓			✓		✓
Retail experience (omnichannel)	✓	✓	✓	✓	✓	✓
Customer experience	✓			✓	✓	✓
Functional						
Responsibility for multiple functions	✓	✓	✓	✓		✓
Finance	✓	✓	✓	✓		
Supply chain	✓	✓				✓
Procurement	✓			✓		✓
Property		✓	✓	✓		
HR	✓	✓			✓	
IT and systems	✓	✓	✓	✓		