

**THREE THISTLES PLC**

**(Company Number: SC306747)**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 2020 ANNUAL GENERAL MEETING of the Company will be held at 11am on 5 March 2020 at The Steading, 118-120 Biggar Road, Edinburgh EH10 7DU for the purpose of considering and, if thought fit, passing the following Ordinary Resolutions:-

**ORDINARY RESOLUTIONS**

- 1 To receive and consider the Financial Statements for the period ended 28 September 2019, including the Report of the Directors and the Report of the Auditors.
- 2 To re-appoint RSM UK Audit LLP, Chartered Accountants, as Auditors.
- 3 To authorise the Directors to fix the remuneration of the Auditors.
- 4 To appoint Kenneth Hugh McGown as a director of the Company.

BY ORDER OF THE BOARD

Davidson Chalmers Stewart (Secretarial Services) Limited

Company Secretary  
24 January 2020

Registered Office:  
163 Bath Street  
Glasgow G2 4SQ

## NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING:

### Entitlement to attend and vote

- 1 Only those members registered in the Company's register of members at 11am on 3 March 2020 or, if the meeting is adjourned, 48 hours prior to the time of the adjourned meeting, shall be entitled to attend, speak and 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.
- 2 If you wish to attend the meeting in person you must arrive promptly at the above date at time, and may be required to provide photographic identification.

### Appointment of proxies

- 3 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the form of proxy. A proxy need not be a member of the Company.
- 4 A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share.
- 5 To be valid the form of proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors must be deposited at the offices of the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR by **no later than 11am on 3 March 2020**.
- 6 To change your proxy instructions, you should submit a new form of proxy. A member should contact the Company's registrars, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR for a new form of proxy. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 7 In order to revoke a proxy instruction you will need to inform the Company by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR. In the case of a member 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 certified copy of such power of authority) must be included with the revocation notice. The revocation notice must be received by the Company's registrar by no later than 11am on 3 March 2020. If you attempt to revoke your proxy appointment but the revocation is received after this time then, subject to the next paragraph, your proxy appointment will remain valid.
- 8 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.