

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriate independent financial adviser if you are resident in any territory outside the United Kingdom.

If you have sold or otherwise transferred all of your Ordinary Shares please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors, whose names appear on page 3, and the Company, collectively and individually, accept responsibility for all the information contained in this document. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

TOUCH GROUP PLC

(Incorporated in England No. 3407323)

Proposed cancellation of admission to trading on AIM of the Ordinary Shares

and

Notice of General Meeting

14 December 2011

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Touch Group PLC set out on page 3 of this document and which recommends that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

A Notice convening a General Meeting of Touch Group PLC to be held at Saffron House, 6-10 Kirby Street, London EC1N 8TS at 2.00 p.m. on 14 December 2011 is set out at the end of this document. Whether or not you intend to be present at the General Meeting you are urged to complete, sign and return the enclosed Form of Proxy for use at the meeting to the Company at its registered office, FAO The Company Secretary, Touch Group plc, Saffron House, 6-10 Kirby Street, London EC1N 8TS by post or by hand as soon as possible and, in any event, by no later than 2.00 p.m. on 12 December 2011, being 48 hours before the time appointed for the holding of the General Meeting. Completion of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting in person should they so wish.

TABLE OF CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS	2
DEFINITIONS	2
LETTER FROM THE CHAIRMAN.....	3
NOTICE OF GENERAL MEETING.....	7

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Record date for determination of eligibility to vote at the General Meeting	17.00 on 17 November 2011
Publication date of this document and notification of De-listing.....	18 November 2011
Last time and date for receipt of Forms of Proxy	14.00 on 12 December 2011
General Meeting	14.00 on 14 December 2011
Anticipated date of cancellation of admission to trading on AIM of the Ordinary Shares	with effect from 07.00 on 22 December 2011

If any of the above dates and/or times change, the revised dates and/or times will be notified to Shareholders by announcement through a Regulatory Information Service.

DEFINITIONS

“AIM”	AIM, the market operated by the London Stock Exchange
“AIM Rules”	the AIM rules for companies published by the London Stock Exchange
“Board” or “Directors”	the board of directors of the Company
“Business Day”	any day upon which the London Stock Exchange is open for business and any reference to business days shall be to clear business days
“Company” or “Touch”	Touch Group PLC
“CREST”	the UK-based system for the paperless settlement of trades in listed securities, of which Euroclear UK & Ireland Limited is the operator
“De-listing”	the proposed cancellation of admission to trading on AIM of the Ordinary Shares
“De-listing Resolution”	the resolution set out in the Notice of General Meeting relating to the De-Listing
“General Meeting”	the general meeting of Shareholders convened for 2.00 p.m. on 14 December 2011 and any adjournment thereof
“Group”	the Company and its consolidated subsidiaries
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of General Meeting which is set out on page 7 hereof
“Optionholders”	holders of options over Ordinary Shares
“Ordinary Shares”	fully paid ordinary shares of £0.01 each in the capital of the Company and “Ordinary Share” means any one of them
“Regulatory Information Service”	any of the services approved by the London Stock Exchange for the distribution of AIM announcements and included within the list maintained on the website of the London Stock Exchange
“Restructuring”	the sale of the business and assets of Business Briefings Limited (the Company’s wholly-owned subsidiary) to the Company by the administrators of Business Briefings Limited, the details of which are set out in the Regulatory Information Service announcement released by the Company at 14.48 on 15 November 2011
“Shareholders”	holders of the Ordinary Shares and “Shareholder” means any one of them

LETTER FROM THE CHAIRMAN

TOUCH GROUP PLC

(Incorporated in England and Wales, Registered Number 3407323)

Registered Office: Saffron House, 6-10 Kirby Street, London EC1N 8TS

Directors:

Vincent Isaacs	<i>Chairman</i>
Timothy Green	<i>Director</i>
Peter Katz	<i>Director</i>
Stuart Winship	<i>Director</i>
Neil Brown	<i>Non-executive Director</i>
Robert Lorenz	<i>Non-executive Director</i>

18 November 2011

To Shareholders and, for information only, to Optionholders

Dear Sir or Madam

Proposed De-listing and Notice of General Meeting

Introduction

Earlier today, the Company announced that it intended to seek Shareholder approval for the cancellation of admission to trading on AIM of the Ordinary Shares with effect from 22 December 2011.

The purpose of this document is to provide you with information on the background to the De-listing and to explain why the Directors consider the De-listing to be in the best interests of the Company and its Shareholders as a whole and why they recommend that you should vote for the De-listing Resolution to be proposed at the General Meeting, notice of which is set out at the end of this document.

As the Shareholders will be aware, trading in the Ordinary Shares was suspended on 14 November 2011 and on 15 November 2011, the Company's nominated adviser and broker (Shore Capital & Corporate Limited and Shore Capital Stockbrokers Limited respectively) resigned. Under AIM Rule 1, trading in the Ordinary Shares will remain suspended until such time as the Company appoints a new nominated adviser. The Directors will ensure that the Company continues to comply with its obligations under the AIM Rules until the De-listing or such time as a new nominated adviser is appointed.

Reasons for the De-listing

The Directors have been considering for some time the merits or otherwise of the Ordinary Shares continuing to be admitted to trading on AIM and remaining a public limited company. The following factors have been taken into account by the Directors in reaching the conclusion that the De-listing is in the best interests of the Company and its Shareholders as a whole:

- trading in the Ordinary Shares is currently suspended;
- the Company, like most other small AIM quoted companies, has suffered from a lack of liquidity for its Ordinary Shares and, in practical terms, a small free float and market capitalisation, which reduces demand. In addition, the width of the bid/offer spread at which a market is made in the Ordinary Shares has accentuated the lack of liquidity and, in the opinion of the Directors, this spread is unlikely to improve given the Company's size and lack of appeal to institutional investors – which means that dealing is expensive for current Shareholders;

- the costs associated with maintaining the Company's admission to trading on AIM, and compliance with the regulatory requirements imposed on it, are high (approximately £200,000 per annum) and given the economic climate are becoming increasingly burdensome; and
- in the opinion of the Directors, the most likely exit route for Shareholders will ultimately be via a trade sale or merger and that the proceeds from a potential trade sale will be maximised without reference to an underperforming share price.

The Directors strongly believe that for the reasons referred to above, the Company should seek the cancellation of the admission of its Ordinary Shares to trading on AIM and will thereafter consider the advantages of re-registering as a private limited company.

Current Trading

The Board's view of the trading status of the Group, following the Restructuring, remains the same as set out in the announcement of 15 November 2011 which notified the "Acquisition out of administration of the business and certain assets of Business Briefings Limited by the Company."

Strategy

Following completion of the De-listing, and in light of the strengthened balance sheet following the Restructuring, it is the intention of the Board to continue to operate the Group's business in the same manner, and with the same objectives and strategy, as at present. The Board will be able to focus increased management time to drive the business forward when the Company does not have to comply with enhanced regulatory requirements applicable to a quoted Company. The Group will continue to operate with a level of corporate governance that the Board considers to be appropriate for a company of its size and resources. I will continue in my role as Chairman and to chair the remuneration committee.

De-listing from AIM

In accordance with Rule 41 of the AIM Rules, the Company has notified the London Stock Exchange of the proposed De-listing which is conditional upon the consent of not less than 75 per cent of votes cast by Shareholders at the General Meeting. Accordingly, the Notice of General Meeting set out at the end of this document contains the De-listing Resolution which is a special resolution to approve the cancellation of admission of the Ordinary Shares on AIM. If the De-listing Resolution is passed, it is expected that cancellation of dealings will take effect on 22 December 2011.

Your Directors are aware that Shareholders may still wish to acquire or dispose of Ordinary Shares and accordingly, intend to use reasonable endeavours to create and maintain a matched bargain settlement facility for off-market trades. Under this facility, Shareholders or persons wishing to acquire Ordinary Shares will be able to leave an indication with the Company Secretary that they are prepared to buy or sell at an agreed price. In the event that the Company Secretary is able to match that order with an opposite sell or buy instruction, the Company Secretary will contact both parties and then effect the order.

Implications of voting for a De-listing

The Directors draw to the attention of Shareholders the following factors which should be taken into account in assessing whether to vote in favour of the De-listing:

- companies listed on AIM are required to comply with the AIM Rules. Following De-listing, the Company will no longer be required to adhere to the AIM Rules and in particular will not have to announce material events, administrative changes, material transactions nor to announce interim or final results;
- shareholders will only be able to rely on the protections afforded to minority shareholders under English law, the principal such protections under legislation being the following:
 - shareholders holding (solely or jointly) 5 per cent. or more of the total issued and outstanding share capital of the Company have the right to requisition a general meeting of shareholders of the Company; and
 - shareholders holding (solely or jointly) 25 per cent. or more of the total issued and outstanding share capital of the Company have the right to block special resolutions at general meetings;

- following De-listing there will no longer be a formal market mechanism for Shareholders to trade in the Ordinary Shares, such that it may be more difficult for Shareholders to realise their interests compared to companies listed on AIM;
- upon the De-listing becoming effective, the Company's CREST facility will be cancelled and Shareholders who hold Ordinary Shares in uncertificated form will receive share certificates;
- certain existing or prospective customers and suppliers may be unwilling to trade or continue to trade with the Company on terms which the Company has become accustomed to trade in the event that the Company is delisted;
- the De-listing may have either positive or negative taxation consequences for Shareholders.

Shareholders should note that the Company will remain subject to the provisions of the City Code on Takeovers and Mergers for a period of up to ten years on De-listing.

The above considerations are non-exhaustive and Shareholders should seek their own independent advice, including taxation advice, when assessing the likely impact of the De-listing on them.

Transactions in the Ordinary Shares following De-listing

Following De-listing there will be no public quotation nor will any market-maker make a continuous price in the Company's Ordinary Shares as from the proposed date of De-listing. As such, interests in Ordinary Shares are unlikely to be readily capable of sale and it may be more difficult to obtain a fair value on any such sale.

However, while there can be no guarantee of any Shareholders being able to purchase or sell Ordinary Shares, any Shareholder seeking to do so should contact the Company Secretary in writing at the Registered Office at Saffron House, 6-10 Kirby Street London EC1N 8TS in respect of the matched bargain settlement facility that the Company proposes to establish. The Company Secretary will then be able to advise as to whether the Board is aware of any prospective buyers for any Ordinary Shares which the holder thereof wishes to sell at the time.

Irrevocable undertakings

The Company currently has in issue 210,191,921 Ordinary Shares. The Company has received irrevocable undertakings to vote in favour of the resolution in respect of 66,597,978 Ordinary Shares representing 31.68 per cent of the Ordinary Shares.

The irrevocable undertakings have been received from the following Shareholders:

Shareholder	Number of Ordinary Shares	% of issued Ordinary Shares
<i>Directors</i>		
Vincent Isaacs	28,596,859	13.61
Stuart Winship	1,762,500	0.84
Peter Katz	1,466,376	0.70
Tim Green	872,243	0.41
<i>Other</i>		
J Isaacs Charitable Trust	25,900,000	12.32
Jeremy Michael Isaacs Family Settlement	8,000,000	3.81
Total	66,597,978	31.68

General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held at Saffron House, 6-10 Kirby Street, London EC1N 8TS at 2.00 p.m. on 14 December 2011. The purpose of the General Meeting is to seek Shareholders' approval for the De-listing.

Action to be taken

A Form of Proxy is enclosed for use by Shareholders at the General Meeting. Whether or not Shareholders

intend to be present at the General Meeting, they are requested to complete the Form of Proxy, sign and return it to the Company Secretary, Touch Group plc, Saffron House, 6-10 Kirby Street, London EC1N 8TS, **as soon as possible, but in any event so as to arrive no later than 2.00 p.m. on 12 December 2011.** Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting in person at the General Meeting should they wish to do so.

Accordingly, whether or not Shareholders intend to attend the General Meeting, they are urged to complete and return the Form of Proxy as soon as possible.

Recommendation

The Directors are of the opinion that the De-listing is in the best interests of the Company and its Shareholders as a whole and unanimously recommend that Shareholders vote in favour of the resolution to be proposed at the General Meeting as they have irrevocably undertaken to do in respect of their beneficial and non beneficial holdings which amount to 32,697,978 Ordinary Shares representing 15.56 per cent of the issued Ordinary Shares. When taken together with the irrevocable undertakings given by each of the Jeremy Michael Isaacs Family Settlement and J Isaacs Charitable Trust in respect of a further 33,900,000 Ordinary Shares, this amounts in aggregate to 66,597.978 Ordinary Shares representing 31.68 per cent of the issued Ordinary Shares.

Yours sincerely

Vincent Isaacs
Executive Chairman

TOUCH GROUP PLC

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting ("Meeting") of Touch Group plc ("Company") will be held at Saffron House, 6-10 Kirby Street, London EC1N 8TS on 14 December 2011 at 2.00 p.m.

You will be asked to consider and vote on the resolution below. The resolution will be proposed as a special resolution.

RESOLUTION

THAT the admission of the Company's ordinary shares of £0.01 each to trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the directors of the Company be authorised to take all steps which are necessary or desirable in order to effect such cancellation with effect from 22 December 2011 or such later date as the directors of the Company shall determine.

By order of the Board

Touch Group plc, Saffron House, 6-10 Kirby Street, London EC1N 8TS

18 November 2011

NOTES TO THE NOTICE OF GENERAL MEETING

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at: 5.00 pm on 17 November shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, 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 proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you will need to contact the Company Secretary, Touch Group plc, Saffron House, 6-10 Kirby Street, London EC1N 8TS.
5. 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 you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her 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.

Appointment of proxy using hard copy proxy form

6. The notes to the proxy form explain how to direct your proxy how to vote on the resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed
- sent or delivered to Company Secretary, Touch Group plc, Saffron House, 6-10 Kirby Street, London EC1N 8TS; and
- received by the Company Secretary no later than 2.00 p.m. on 12 December 2011.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. 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.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company Secretary, Touch Group plc, Saffron House, 6-10 Kirby Street, London EC1N 8TS.

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 appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company Secretary, Touch Group plc, Saffron House, 6-10 Kirby Street, London EC1N 8TS. 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 or authority) must be included with the revocation notice.

The revocation notice must be received by the Company Secretary no later than 2.00 p.m. on 12 December 2011.

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.

Corporate representatives

10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

11. As at 5.00pm on 17 November 2011, the Company's issued share capital comprised 210,191,921 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00pm on 17 November 2011 is 210,191,921.

Communication

12. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):

- calling our Company Secretary, Peter Katz on 0207 452 5600; or
- contacting our email helpline: info@touchgroupplc.com.

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the chairman's letter and proxy form)

to communicate with the Company for any purposes other than those expressly stated.