

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have recently sold or transferred all of your shares in VSA Capital Group plc (the "Company"), please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Directors:

Mark Steeves (Non-Executive Chairman)

Andrew Monk (CEO)

Andrew Raca (Executive Director)

Marcia Manarin (Finance Director & COO)

1 August 2024

Dear Shareholder

Annual General Meeting and Class Meeting of Holders of Ordinary Shares

I am writing to you regarding the Company's annual general meeting ("**AGM**") which will be held on 04 September 2024. Details of the time and venue of the meeting are set out in the notice convening the AGM at the end of this letter.

The resolutions to be proposed at the AGM are summarised below.

Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7 to 9 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1: Receiving the Accounts

The directors of the Company (the "**Directors**") must lay the annual accounts before shareholders at the meeting. This gives shareholders the opportunity to ask questions on the content before voting on the resolution. The report and accounts for the year ended 31 March 2024 are available for download on the Company's website at <https://vsacapital.com/investor-relations/>.

Resolution 2: Re-appointment of Director

The Company's articles of association (the "**Articles**") require that each Director who has held such office for nine years or more will be subject to re-appointment at each annual general meeting. Accordingly, Andrew Monk retires as a Director in accordance with the Articles and, being eligible, offers himself for re-appointment. The Board recommends the re-appointment of Mr Monk as a director of the Company.

Resolution 3: Re-appointment of Director

The Company's articles of association (the "**Articles**") require that each Director who has held such office for nine years or more will be subject to re-appointment at each annual general meeting. Accordingly, Andrew Raca retires as a Director in accordance with the Articles and, being eligible, offers himself for re-appointment. The Board recommends the re-appointment of Mr Raca as a director of the Company.

Resolution 4: Re-appointment of Auditors

An ordinary resolution will be proposed to re-appoint Hilden Park Accountants as the Company's auditors to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the members of the Company. This is recommended by the Audit Committee.

Resolution 5: Remuneration of the Auditors

An ordinary resolution will be proposed to authorise the Directors to determine the remuneration payable to the auditors.

Resolution 6: Directors' Authority to Allot Shares

This ordinary resolution seeks shareholder approval for the Directors to be authorised to allot shares. Under the provisions of section 551 of the Companies Act 2006 (the "**Act**"), the Directors are not permitted to allot shares unless authorised to do so by the shareholders.

The Directors seek authority to allot shares in the capital of the Company up to a maximum nominal amount of £200,000 (representing 20 million Ordinary Shares). This will facilitate the raising of further funds should it be needed by the Company for either working capital, general, or capital expenditure purposes. This authority will last until the conclusion of the next annual general meeting of the Company.

Resolution 7: Dis-application of Pre-emption Rights

This special resolution authorises the Directors to issue equity securities up to an aggregate nominal amount of £200,000 for cash on a non pre-emptive basis pursuant to the authority conferred by resolution 6 above.

This will allow the Board to allot shares without recourse to the shareholders so that it can move quickly from time to time as it deems appropriate.

This authority will expire at the conclusion of the next annual general meeting, except in so far as commitments to allot shares have been entered into before that date. It is the present intention of the Directors to seek a similar authority annually.

Resolution 8: Company's Authority to Make On Market Purchases

This resolution seeks shareholder approval for authority, for the Company to make on market purchases of its own ordinary shares as permitted by the Act and is proposed as a special resolution. If passed the resolution gives authority for the Company to purchase up to a maximum nominal amount of £20,000, representing approximately 11.05 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this notice of AGM. The authority specifies the minimum and maximum prices that may be paid for any ordinary shares and shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the Company's annual general meeting from the date of the authority. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share scheme. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.

Resolution 9: Company's Authority to Make Off-Market Purchases

This special resolution seeks shareholder approval for authority for the Company to make off-market purchases of its own ordinary shares as permitted by section 693A of the Act and is proposed as a special resolution.

If passed the resolution gives authority for the Company to purchase shares up to a maximum nominal amount of £20,000, representing approximately 11.05 per cent. of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this circular and notice of AGM. The authority specifies the minimum and maximum prices that may be paid for any ordinary shares and shall expire (unless previously renew, varied or revoked by the Company in a general meeting) at the conclusion of the Company's annual general meeting from the date of the authority. The Directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

Any shares purchased in the market under this authority may be either cancelled or held as treasury shares, which may then be cancelled, sold for cash or used to satisfy obligations under its employee share scheme. No dividends are paid on shares while they are in treasury and no voting rights attach to treasury shares.

The Directors believe that this resolution together with resolutions 7 and 8 will provide the Company with flexibility to take advantage of business opportunities that may arise.

Action to be taken

Please refer to the notes to the notice of the AGM appended to this letter.

If you do not attend the AGM in person, you are strongly encouraged to complete the accompanying form of proxy ("**Form of Proxy**") and return it in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by post or, during normal business hours only, by hand, at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, by no later than 9.15 a.m. on 02 September 2024 (or, in the case of an adjournment of the AGM, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

If you hold your ordinary shares in the Company in uncertificated form (that is, in CREST) you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the notice of AGM set out at the end of this letter). Proxies submitted via CREST must be received by the Company's agent (CREST ID: 7RA11) by no later than 9.15 a.m. on 02 September 2024 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

Alternatively, shareholders can submit their vote electronically at www.sharegateway.co.uk by completing the authentication requirements on the website so as to be received by 9.15 a.m. on 02 September 2024 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)). Shareholders will need to use their personal proxy registration code, which is printed on the Form of Proxy, to validate the submission of their proxy online.

Yours faithfully

Mark Steeves
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING**VSA CAPITAL GROUP PLC**

(Incorporated in England and Wales with registered number 04918684)

Notice is hereby given that the annual general meeting of VSA Capital Group plc (the “**Company**”) will be held at Park House, 16-18 Finsbury Circus, London EC2M 7EB at 9.15 a.m. on 04 September 2024 to consider and, if thought fit, pass the following resolutions as ordinary resolutions other than resolutions 7, 8 and 9 which will be proposed as special resolutions.

Ordinary Business

1. To receive the Company’s accounts for the financial year ended 31 March 2024 together with the directors’ report and the auditors’ report thereon.
2. To re-elect Andrew Monk as a director of the Company who has held office for nine years or more and is subject to re-appointment at each annual general meeting retires under the Articles of Association of the Company and, being eligible, offers himself for re-election.
3. To re-elect Andrew Raca as a director of the Company who has held office for nine years or more and is subject to re-appointment at each annual general meeting retires under the Articles of Association of the Company and, being eligible, offers himself for re-election.
4. To reappoint Hilden Park Accountants Limited as the auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company.
5. To authorise the Directors to agree the remuneration of the auditors of the Company.
6. That the Directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into ordinary shares of £0.01 (“**Ordinary Shares**”) in the Company up to an aggregate nominal amount of £200,000 (representing 20 million Ordinary Shares) provided that:
 - 6.1 (subject to paragraph 6.2 below) this authority shall expire on the date of the next annual general meeting of the Company; and
 - 6.2 the Company may before such expiry make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the Directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

All unexercised authorities previously granted to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares be and are hereby revoked.

Special Business

7. That, subject to the passing of resolution 6 above, the Directors be empowered pursuant to sections 570 and section 573 of the Act to allot for cash, pursuant to the authority conferred by resolution 6, equity securities (within the meaning of section 560 of the Act) (and/or to sell Ordinary Shares held by the Company as treasury shares for cash) as if section 561 of the Act did not apply to any such allotment or sale provided that this power shall be limited to the allotment of equity securities or sale of treasury shares for cash:

- 7.1 made in connection with an offer of securities, open for acceptance for a fixed period, by the Directors to holders of ordinary shares of the Company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares or any legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements) or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and/or
- 7.2 (otherwise than pursuant to paragraph 7.1 above) up to an aggregate nominal value of £200,000 representing 20 million Ordinary Shares).

The authority granted by this resolution shall expire on the conclusion of the next annual general meeting of the Company but the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted (and/or treasury shares to be sold) after such expiry and the Directors may allot equity securities (and/or sell treasury shares) pursuant to any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

All unexercised authorities previously granted to the Directors under section 570 or 573 of the Act are hereby revoked.

8. That, the Company be generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares in the capital of the Company on such terms and in such manner as the Directors from time to time determine, provided that:
- 8.1 the maximum aggregate of Ordinary Shares which may be purchased is up to a nominal amount of £20,000 representing approximately 11.05 per cent., of the issued ordinary share capital as at the date of this notice of Annual General Meeting;
- 8.2 the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.01;
- 8.3 the maximum price (excluding expenses) which may be paid for Ordinary Share is the higher of:
- (a) an amount equal to 105% of the average of the middle market price of the Ordinary Shares in the Company on the Access segment of the Aquis Growth Market (“Aquis”) for the five business days immediately before the day on the Company agrees to buy the shares concerned; and
 - (b) the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on Aquis, at the time the purchase, is carried out.

The authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company’s next annual general meeting, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of such contract as if the authority conferred by this resolution had not expired.

9. That, the Company be generally and unconditionally authorised for the purpose of section 693A of the Act to make off-market purchases (within the meaning of 693(2) of the Act) of Ordinary Shares in the Capital of the Company on such terms and in such manner as the directors may from time to time determine, provided that:
- 9.1 the maximum aggregate number of ordinary shares which may be purchased is up to a nominal amount of £20,000, representing approximately 11.05 per cent., of the issued ordinary share capital as at the date of this Notice of Annual General Meeting.

- 9.2 the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.01.
- 9.3 the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
- (a) an amount equal to 105% of the average of the middle market price of an Ordinary Share in the Company, on Aquis, for the five business days immediately before the day on the Company agrees to buy the shares concerned; and
 - (b) the price of the last independent trade of an Ordinary Share and the highest current independent bid an Ordinary Share on Aquis, at the time the purchase, is carried out.

The authority conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the Company's next annual general meeting, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of such contract as if the authority conferred by this resolution had not expired.

1 August 2024

By order of the Board

Marcia Manarin
Company Secretary

Registered Office:

VSA Capital Group plc
Park House
16-18 Finsbury Circus
London EC2M 7EB

Notes

The following notes explain your rights to attend and vote at this meeting or to appoint someone else to vote on your behalf.

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting and at any adjournment of it. 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 that member. If a proxy appointment is submitted without indicating how the proxy should vote on any resolution, the proxy will exercise his discretion as to whether and, if so, how he/she votes.
2. A proxy need not be a member of the Company. However, members are encouraged to appoint the chairman of the meeting as their proxy. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD. Members may also appoint a proxy through the CREST electronic proxy appointment service as described in note 9 below.
3. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Neville House, Steelpark Road, Halesowen, B62 8HD no later than 9.15 a.m. on 02 September 2024 (or, in the event of any adjournment, no later than 48 hours before the time of the adjourned meeting (weekends and public holidays excluded)), together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a duly certified copy of that power or authority.
4. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in note 9 below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
5. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
6. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the company of the votes they may cast), members must be registered in the register of members of the Company by 9.15 a.m. on 02 September 2024 (or, in the event of any adjournment, no later than 48 hours before the time of the adjourned meeting (weekends and public holidays excluded)). 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.
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).
8. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting 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. You may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrars (Crest Participant ID: 7RA11) so that it is received no later than 9.15 a.m. on 02 September 2024. Please note the following:
 - (a) 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's 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 is 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 issuer's agent by the latest time(s) for receipt of proxy appointments specified in this notice. 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 application host) from which the issuer's agent is 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;
 - (b) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited 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 his 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; and
 - (c) 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.
10. Shareholders can submit their vote electronically at www.sharegateway.co.uk by completing the authentication requirements on the website so as to be received by 9.15 a.m. on 02 September 2024 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a business day)). Shareholders will need to use their personal proxy registration code (Activity Code), which is printed on the form of proxy, to validate the submission of their proxy online.
11. As at the close of business on the date immediately preceding this notice, the Company's issued share capital comprised of 19,428,966 ordinary shares. The Company holds 1,337,400 shares in treasury, meaning the total number of voting rights in the Company as at close of business on the date immediately preceding this notice was 18,091,566
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

13. 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's registrars. In the case of a member which is a company, the revocation notice must be executed in accordance with note 12 above. 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 and must be received by the Company's registrars not less than 48 hours (excluding any part of a day that is not a business day) before the time fixed for the holding of the meeting or any adjourned meeting (or in the case of a poll before the time appointed for taking the poll) at which the proxy is to attend, speak and to vote. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
14. Any shareholder attending the meeting has the right to ask questions. Pursuant to section 319A of the Act, the Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting that is put by a shareholder attending the meeting, except in certain circumstances (for example if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information).
15. Information regarding the meeting, including the information referred to in section 311A of the Act, can be found at the Company's website: <https://vsacapital.com/investor-relations/>. The annual report and accounts for the year ended 31 March 2024 can be found at <https://www.vscapital.com/financial-reports-and-accounts>.
16. A copy of the Company's existing Articles and proposed new articles of association marked to show all the changes will be available on the Company's website: <https://vsacapital.com/investor-relations/regulatory-news/>.