

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 independent advice from an appropriately authorised independent financial adviser, stockbroker, solicitor, accountant or other professional. If you have sold or otherwise transferred all of your shares in Tolent PLC, please forward this document, together with the enclosed form of proxy, as soon as practicable to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

**Ravensworth House
5th Avenue Business Park
Team Valley
Gateshead
Tyne & Wear
NE11 0HF
Registered Number: 03819314**

12th April 2022

Dear Shareholder

Tolent PLC – Notice of General Meeting

A General Meeting ("GM") of Tolent PLC (the "Company") will be held at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne & Wear, NE11 0HF on Wednesday 4th May 2022 at 10.00am.

GM Resolutions

There is one resolution to be considered and voted on by shareholders. The resolution is proposed as an ordinary resolution. This means that for the resolution to be passed, more than half of the votes cast must be in favour of the resolution. I set out below a brief explanation of the resolutions.

1. RESOLUTION 1 – Renew Directors' Authority to Allot

The Directors wish to allot further ordinary shares in the capital of the Company up to a maximum nominal amount of £3,700,000 pursuant to a proposed rights issue in accordance with the Companies Act 2006 and the Company's Articles of Association. This resolution asks shareholders to grant the Directors with the authority to allot further ordinary shares of £0.10 each in accordance with section 551 of the Companies Act 2006 for cash up to a maximum nominal amount of £3,700,000. Such shares are to be offered to existing shareholders of the Company for take up on a pro-rata basis.

Action to be taken

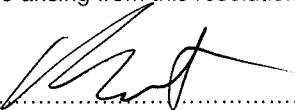
Shareholders are invited to complete and sign the enclosed form of proxy in accordance with the instructions thereon and return it to the Company Secretary at the company's registered office at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne and Wear, NE11 0HF as soon as possible and, in any event, so as to be received no later than 48 hours before the holding of the GM. The return of a completed form of proxy will not prevent you from attending the GM and voting in person if you so wish and are able to do so.

If you or your proxy do plan to attend the meeting in person please let us know in advance in order to allow appropriate social distancing measures to be catered for.

The Notice of General Meeting and the General Meeting Proxy Form are available on the Company's website at www.tolent.co.uk in the Investors Information section.

Recommendation

The Directors consider that the resolution proposed at the GM is in the best interests of the Company and its Shareholders as a whole and they unanimously recommend that you vote in favour of the resolution. If you would like to comment on any issue arising from this resolution, please do not hesitate to contact me.



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Yours sincerely

Mark Overton

Director and Company Secretary

12th April 2022

Company Number: 03819314

TOLENT PLC (the "Company")

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, Tyne & Wear, NE11 0HF on Wednesday 4th May 2022 at 10.00am to consider the following business:

Ordinary Resolution 1:

That in accordance with section 551 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £3,700,000 comprising 37,000,000 ordinary shares of £0.10 each and provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the 5th anniversary of the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

BY ORDER OF THE BOARD



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Mark Overton

Director and Company Secretary

12th April 2022

NOTES:

1. 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 a general meeting of the Company.
2. 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.
3. If you wish to appoint a proxy, please complete the proxy form circulated with this notice in accordance with the procedures and notes contained therein.

Registered office: Ravensworth House, 5th Avenue Business Park, Team Valley, Gateshead, NE11