

**Eckoh plc**

## **NOTICE OF GENERAL MEETING**

**11.00 a.m. on 16 October 2017**

To be held at the offices of Eckoh plc, Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN

Dear Shareholder,

I am pleased to enclose notice of a general meeting (the "General Meeting").

Enclosed with this letter, you will find:

- the notice for the General Meeting; and
- your form of proxy (reply paid).

At the Annual General Meeting of the Company ("AGM") held on 20 September 2017, all resolutions put before the meeting were duly passed. The resolutions put before the meeting were as follows: resolutions 1 to 9 (inclusive) and resolution 12. Resolutions 10 and 11, which were special resolutions, were not proposed for the reasons set out below.

The notice convening the AGM ("AGM Notice") was posted on 25 August 2017 to shareholders who receive notices in hard copy form. However, due to an administrative error, an incorrect version of the AGM Notice was initially uploaded to the Company's website on 25 August 2017. The incorrect version on the website was replaced with the correct version on 6 September 2017. The incorrect version that was posted to the website contained incorrect figures in resolutions 9, 10 and 11.

The Directors sought advice from the Company's lawyers as to whether this mistake had any implications for the business to be conducted at the AGM. The Company was advised that resolution 9, which was an ordinary resolution, could be proposed at the AGM but resolutions 10 and 11, which were special resolutions, should not be proposed at the AGM and, instead, a further general meeting of the Company should be called at which those two special resolutions could be tabled and voted upon.

Accordingly, the Company is convening the General Meeting to propose the special resolutions which were not proposed at the AGM. The form of resolutions being proposed at the General Meeting is identical to the form of resolutions which were set out in resolutions 10 and 11 in the AGM Notice posted to shareholders on 25 August 2017. For explanatory notes in relation to the resolutions to be proposed at the General Meeting, Shareholders should therefore refer to the explanatory notes in relation to resolutions 10 and 11 in the AGM Notice (which is available to view on the Company's website at <http://investors.eckoh.com/documents1/>).

### **General meeting**

The General Meeting will be held at 11.00 a.m. on 16 October 2017 at the offices of Eckoh plc, Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN.

### **Action to be taken – proxy forms**

You will find enclosed a form of proxy for use at the General Meeting (together with notes for its completion which are attached to the notice of the General Meeting and the proxy form). If you will not be attending the meeting, please complete, sign and return the form of proxy or use the CREST electronic proxy appointment service as soon as possible in accordance with the instructions printed on the form and the notes to the notice of the General Meeting. Forms of proxy should be returned to the Company's registrar, Capita Asset Services, as soon as possible and in any event so as to be received no later than 48 hours before the time of the General Meeting. If you return a form of proxy, this will not preclude you from attending the General Meeting and voting in person if you so wish. Further details relating to the appointment of proxies is contained in the notes to the enclosed notice of General Meeting.

### **Recommendation**

The Board believes that the proposals in the resolutions are in the best interests of the Shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions to be proposed at the General Meeting. The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings amounting to 7,226,285 Ordinary Shares (representing approximately 2.9 per cent. of the Company's issued share capital as at 20 September 2017).

Yours faithfully

**C Humphrey**  
Chairman

# NOTICE OF GENERAL MEETING

Eckoh plc

(Incorporated in England and Wales with registered number 3435822)

**Notice is hereby given that a general meeting ("Meeting") of Eckoh plc (the "Company") is to be held at the offices of Eckoh plc, Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN at 11.00 a.m. on 16 October 2017.**

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

## Special resolutions

### Disapplication of pre-emption rights

**1.** THAT the Directors be generally authorised in accordance with section 570 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in Section 560 of the Act) of the Company for cash as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to:

**a.** the allotment of equity securities in connection with an offer by way of rights in favour of the holders of equity securities in proportion (as nearly as may be possible) to the respective number of Ordinary Shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems in respect of overseas holders or otherwise;

**b.** the allotment of equity securities (otherwise than pursuant to sub-paragraph (a) above) up to a maximum aggregate nominal value of £62,981 (being the nominal value of approximately 10 per cent. of the issued share capital of the Company),

and this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company held after the date on which this resolution becomes unconditional and the date 15 months after the passing of this resolution save that the Company may make any offer(s) or enter into any agreement(s) before such expiry which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot equity securities but without prejudice to any allotment of equity securities already made, offered or agreed to be made pursuant to such authorities.

### Purchase of own shares

**2.** 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 that Act) of any of its Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, provided that:

**a.** the maximum number of Ordinary Shares which may be purchased is 25,192,352 representing approximately ten per cent. of the issued ordinary share capital of the Company at 20 September 2017;

**b.** the minimum price (exclusive of expenses, if any) that may be paid for an Ordinary Share is 0.25 pence being the nominal price of an Ordinary Share;

**c.** the maximum price (exclusive of expenses, if any) that may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotation of an

Ordinary Share as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased;

**d.** unless previously renewed, revoked or varied, this authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed and the date 15 months after the passing of this resolution; and

**e.** the Company may, before this authority expires, make a contract to purchase Ordinary Shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Ordinary Shares pursuant to it as if this authority had not expired,

and so that all previous authorities of the Directors pursuant to section 701 of the Act be revoked.

Dated 20 September 2017

By order of the Board

**C Herbert**  
Company Secretary

**Eckoh plc**  
Telford House  
Corner Hall  
Hemel Hempstead  
Hertfordshire  
HP3 9HN

## Notes to the Notice of Annual General Meeting

### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

- the close of business on 12 October 2017; or,
- if this Meeting is adjourned, at the close of business on the date which is 2 business days prior to the adjourned meeting,

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. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

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 may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which he or she is authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.

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 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 proxies using hard copy form

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

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

- completed and signed;
- sent or delivered to the Company's registrar Capita Asset Services in accordance with the reply paid details or by hand or courier only to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- received by Capita Asset Services no later than 48 hours prior to the time set for the start of the Meeting.

CREST members should use the CREST electronic proxy

appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.

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.

In each case the proxy appointment must be received not less than 48 hours before the time for the holding of the Meeting or adjourned meeting together (except in the case of appointments made electronically) with any authority (or notarially certified copy of such authority) under which it is signed.

### Appointment of proxies via the web

7. As an alternative shareholders may cast their vote online via the registrars website at [www.signalshares.com](http://www.signalshares.com)

### Appointment of proxies through CREST

8. As an alternative to completing the hardcopy proxy form, CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it 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 made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") 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 Company's agent (ID: RA 10) by not later than 48 hours prior to the time appointed for the Meeting or adjourned meeting. 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 Company'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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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.

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.

### Appointment of proxy by joint members

**9.** 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

**10.** 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, Chrissie Herbert at Eckoh plc, Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN.

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

**11.** 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, Chrissie Herbert at Eckoh plc, Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN. 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 not less than 48 hours before the time for holding the Meeting or adjourned meeting.

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.

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

**12.** 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

**13.** As at 20 September 2017, the Company's issued share capital comprised 251,923,520 ordinary shares of 0.25p 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 20 September 2017 is 251,923,520.

### Communication

**14.** Except as provided above, members who have general queries about the Meeting should use the following means of communication:

- calling the Company Secretary on 0800 916 50 50; or
- emailing the Company Secretary at [chrissie.herbert@eckoh.com](mailto:chrissie.herbert@eckoh.com)

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

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

