



## Eckoh Plc

Registered office: Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN

Registered in England and Wales, Company number 3435822

## Notice Of Annual General Meeting

**11.00 a.m. on 26 September 2022**

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 information about the forthcoming Annual General Meeting (“AGM”) and details of our results for the year ended 31 March 2022.

Enclosed with this letter, you will find:

- the notice of Annual General Meeting; and
- the annual report and accounts.

### Annual General Meeting

As indicated in the attached notice ten resolutions will be proposed to the Shareholders at the AGM. The AGM will be held at 11.00 a.m. on 26 September 2022 at the offices of Eckoh plc, Telford House, Corner Hall, Hemel Hempstead, Hertfordshire HP3 9HN.

I have set out beneath this letter an explanatory summary of the resolutions that will be proposed at the AGM.

The consideration of resolutions at the AGM is important. The Directors believe that in the interests of shareholder democracy it is critical that the voting intentions of all members are taken into account, not just those who are able to attend the AGM. It is therefore proposed to put all resolutions at the AGM to Shareholders by way of a poll rather than a show of hands. The Board considers that a poll is more democratic since it allows the votes of all Shareholders to be counted and electronic voting enables poll voting results to be obtained efficiently and effectively. Shareholders attending the AGM will still have the opportunity to ask questions, form a view on the points raised and vote on each resolution.

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM. The Company will be providing a video conference call link to enable Shareholders to follow proceedings of the meeting. All Shareholders are encouraged to use these facilities should they wish to follow the progress of the meeting but are unable to attend the AGM. Any Shareholders who wish to join the meeting by such video conference means, should contact the Company Secretary by 6:00p.m. on 22 September 2022 at [InvestorRelations@eckoh.com](mailto:InvestorRelations@eckoh.com) in order to request video conference dial-in details. Please note that Shareholders will be unable to vote by video conference; Shareholders who cannot attend the AGM in person are therefore encouraged to appoint a proxy to vote on their behalf.

### Action to be taken – proxy forms

Whether or not you intend to be present at the meeting, please register your proxy vote no later than 11:00 a.m. on 22 September 2022 via our registrars’ website [www.signalshares.com](http://www.signalshares.com), or by requesting a paper proxy from our registrars, or if you are a Crest member via the Crest electronic appointment service. Further details of how to register your proxy vote are contained within the notes to the Notice of AGM.

To request a paper proxy form, please contact our registrars Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

### Recommendation

The Board believes that the proposals being put to the Shareholders as described in this letter 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 Annual General Meeting. The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings amounting to 7,811,285 Ordinary Shares (representing approximately 2.7 per cent. of the Company’s issued share capital as at 14 July 2022).

Yours faithfully

**C. Humphrey**  
Chairman

## Explanatory Summary Of Resolutions

### Resolution 1: Annual report and accounts

The Board of Directors of the Company (the “**Board**”) will have pleasure in presenting to the meeting the accounts and the Directors’ and Auditors’ report for the year ended 31 March 2022.

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### Resolution 2: Directors’ remuneration report

Shareholders are being given the opportunity to cast an advisory vote on the Directors’ Remuneration report (which is set out on pages [46 to 52] of the Annual Report) for the year ended 31 March 2022. The Directors’ Remuneration report, including the Directors’ remuneration policy, is set out in full on pages [46 to 52] of the Annual Report.

Resolution 2 is an advisory resolution only and does not affect the Directors’ Remuneration report or the remuneration paid to any Director.

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### Resolution 3: Declaration of dividend

The Directors of the Company (the “**Directors**”) are recommending a final dividend for the year ended 31 March 2022 of 0.67p per Ordinary Share which requires approval by the Shareholders of the Company (the “**Shareholders**”). If approved, the dividend will be paid on 21 October 2022 to Shareholders whose names appear on the register at the close of business on 23 September 2022.

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### Resolutions 4 and 5: Re-appointment of Directors

The articles of association require one third of Directors to retire by rotation at each annual general meeting. However, if there is only one Director who is subject to retirement by rotation, that Director should retire. A Director who has been appointed since the date of the last annual general meeting must retire and seek re-appointment at the next annual general meeting. The articles of association state that any such Director should not be taken into account in determining the number of Directors who are to retire by rotation. There were no new Directors appointed during the past year. Directors subject to retirement by rotation: Guy Millward, Non-Executive Director and Nik Philpot, Chief Executive Officer, will both stand for re-election at the AGM.

Following the individual performance evaluations, the Board is satisfied that all the Directors standing for re-election have demonstrated commitment to their roles and have been effective in doing so.

Information about the Directors is set out on pages 34 to 35 of the Annual Report.

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### Resolution 6: Re-appointment and remuneration of auditors

Resolution 6 proposes the re-appointment of PricewaterhouseCoopers LLP as the auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which the accounts are laid before the Company. The resolution also proposes the remuneration of the auditors be determined by the Board.

The Company is required to appoint auditors at each annual general meeting at which the accounts are presented, to hold office until the next annual general meeting. The auditors are responsible for examining the Company’s annual accounts and forming an opinion as to whether they give a true and fair view and are properly prepared in accordance with the Companies Act 2006 (the “**Act**”), and the regulations made under the Act.

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### Resolution 7: Authority to allot shares

Under section 551 of the Act, the Directors may only allot shares or grant rights to subscribe for or convert any securities into shares if authorised by Shareholders to do so.

Resolution 7, which complies with guidance issued by the Investment Association in July 2016, will, if passed, authorise the Directors to allot

Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares, up to an aggregate nominal value of £242,438 (corresponding to one third of the issued share capital (excluding treasury shares) at 14 July 2022) and up to an additional aggregate nominal value of £242,438 (corresponding to a further one third of the issued share capital (excluding treasury shares) as at 14 July 2022) in the case of allotments only in connection with a fully pre-emptive rights issue. The Directors have no present intention to exercise the authority sought under this resolution. However, the Directors may consider doing so if they believe it would be appropriate in respect of business opportunities that may arise consistent with the Company’s strategic objectives. The authority will last until the conclusion of the next annual general meeting and it is the Board’s current intention to seek renewal of such authority at each future annual general meeting of the Company.

As at 14 July 2022, the Company holds 1,943,311 shares in the Company in treasury.

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### Resolutions 8 and 9: Disapplication of pre-emption rights

Section 561(1) of the Act requires that on an allotment of new shares for cash, such shares are offered first to existing Shareholders in proportion to the number of shares that they each hold at that time.

Resolutions 8 and 9 are special resolutions to renew the Directors’ authority to allot shares for cash without first offering them to existing Shareholders on a pro-rata basis. Although there is currently no intention to make use of these authorities, the Directors consider that it is in the interests of the Company, in certain circumstances, for the Directors to have limited flexibility so as to be able to allot shares without having first to offer them to existing Shareholders.

The authority sought by resolutions 8 and 9 is limited, other than in relation to any rights issue, open offer or other pre-emptive issue, to shares having an aggregate nominal value of £72,731 corresponding to 10 per cent. of the issued share capital of the Company (excluding treasury shares) at 14 July 2022. This figure of 10 per cent. reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the “**Statement of Principles**”). The Statement of Principles were revised in early 2015 to allow the authority for an issue of shares otherwise than in connection with a pre-emptive offer to be increased from 5 per cent. to 10 per cent. of a company’s issued Ordinary Share capital, provided that the additional 5 per cent. authority is only used in connection with one or more acquisitions or specified capital investments. Resolutions 8 and 9 have been split into two separate resolutions in accordance with the Statement of Principles and the Pre-Emption Group’s template resolutions. Accordingly, if resolution 8 is passed, the Company will be allowed, in any one year, to issue non-pre-emptively for cash an amount equal to 5 per cent. of the Company’s issued share capital for any purpose and if resolution 9 is also passed, the Company will also be allowed, in any one year, to issue non-pre-emptively for cash an additional amount equal to an additional 5 per cent. of the Company’s issued share capital in connection only with one or more acquisitions or specified capital investments.

The Directors will also have regard to the guidance in the Statement of Principles concerning cumulative usage of authorities within a three-year period. Accordingly, the Board also confirms that it does not intend to issue shares for cash representing more than 7.5 per cent. of the Company’s issued Ordinary Share capital in any rolling three-year period other than to existing Shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, without prior consultation with Shareholders.

These authorities will last until the conclusion of the next annual general meeting and it is the Board’s current intention to seek renewal of such authorities at each future annual general meeting of the Company.

## Explanatory Summary Of Resolutions (continued)

### Resolution 10: Purchase of own shares

The Board is seeking at the AGM to renew the authority for the Company to make on-market purchases of Ordinary Shares (for subsequent cancellation) of up to 10 per cent. of the existing issued share capital of the Company (excluding treasury shares). The Board seeks the authority of the Shareholders to allow the Company to do so; such authority to expire on the earlier of the conclusion of the next annual general meeting of the Company or 15 months from the date of the passing of this resolution.

The Board believes that it is in the best interests of all Shareholders that the Company has the flexibility to undertake market purchases of its own shares.

At 14 July 2022 (being the latest practicable date prior to publication of this letter), share options to subscribe for 23,250,000 Ordinary Shares are subsisting, which represent 8.0 per cent. of the issued share capital of the Company (excluding treasury shares) at such date. If the full authority to purchase Ordinary Shares is used, such subsisting share options would represent 8.9 per cent. of the issued share capital of the Company (excluding treasury shares).

The maximum price (exclusive of expenses) that may be paid for any on-market purchase by the Company of Ordinary Shares (derived from the AIM Appendix of the London Stock Exchange Daily Official List) will not exceed 105 per cent. of the average of the middle market quotations for those Ordinary Shares for the five business days immediately preceding the date on which such purchase is made. The minimum price (exclusive of expenses) which may be paid is 0.25 pence per Ordinary Share. Ordinary Shares which are purchased by the Company will be cancelled.

# Notice Of Annual General Meeting

Eckoh Plc

(Incorporated in England and Wales with registered number 3435822)

Notice is hereby given that the Annual 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 26 September 2022.

You will be asked to consider and vote on the resolutions below. Resolutions 1, 2, 3, 4, 5, 6 and 7 will be proposed as ordinary resolutions and resolutions 8, 9 and 10 will be proposed as special resolutions.

## Ordinary resolutions

### Annual Report and accounts

1. THAT the Company’s annual accounts for the financial year ended 31 March 2022, together with the Directors’ Report and Auditor’s Report on those accounts, be received and adopted.

### Directors’ Remuneration Report

2. THAT the Directors’ Remuneration Report (which is set out on pages [37 to 42] of the Annual Report) for the year ended 31 March 2022, be approved.

### Declaration of dividend

3. THAT a final dividend recommended by the Directors for the year ended 31 March 2022 of 0.67p per Ordinary Share of 0.25p each in the capital of the Company (the “**Ordinary Shares**”), be declared payable on 21 October 2022 to holders of Ordinary Shares registered as such at the close of business on 23 September 2022.

### Re-appointment of Directors

4. THAT G Millward, who retires by rotation and offers himself for re-appointment, be re-elected as a Director of the Company.
5. THAT N Philpot, who retires by rotation and offers himself for re-appointment, be re-elected as a Director of the Company.

### Re-appointment and remuneration of auditors

6. THAT PricewaterhouseCoopers LLP be appointed as the Company’s auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and that the Directors be authorised to agree the remuneration of the auditors.

### Authority to allot shares

7. THAT the Directors be generally and unconditionally authorised and empowered pursuant to and in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares and/or grant rights to subscribe for or to convert any security into shares (“**Rights**”):
  - a. up to an aggregate nominal value of £242,438 (being the nominal value of approximately one third of the issued share capital of the Company (excluding treasury shares)); and
  - b. up to an aggregate nominal value of £484,877 (being the nominal value of approximately two thirds of the issued share capital of the Company (excluding treasury shares)) (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under sub-paragraph (a) above) in connection with an offer by way of a rights issue or other pre-emptive offer to:
    - i. the holders of Ordinary Shares in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them; and
    - ii. holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

such authorities to expire on the earlier 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, save

that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of 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 shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

## Special resolutions

### Disapplication of pre-emption rights

8. THAT subject to and conditional upon the passing of resolution number 7 above, the Directors be generally authorised in accordance with section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) of the Company for cash and/or to sell Ordinary Shares held by the Company as treasury shares 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 or the sale of treasury shares 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; and
  - b. the allotment of equity securities or the sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above) up to a maximum aggregate nominal value of £36,366 (being the nominal value of approximately 5 per cent. of the issued share capital of the Company (excluding treasury shares)),

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.

9. THAT subject to and conditional upon the passing of resolution number 7 above, the Directors be generally authorised, in addition to any authority granted pursuant to resolution number 8 above, in accordance with section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) of the Company for cash and/or to sell Ordinary Shares held by the Company as treasury shares 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 or the sale of treasury shares up

## Notice Of Annual General Meeting (continued)

to a maximum aggregate nominal value of £36,366 (being the nominal value of approximately 5 per cent. of the issued share capital of the Company (excluding treasury shares)); and

- b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

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.

### Purchase of own shares

10. 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 29,092,595 representing approximately ten per cent. of the issued Ordinary Share capital of the Company (excluding treasury shares) at 14 July 2022;
  - 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 14 July 2022. By order of the Board

**C Herbert**  
Company Secretary

Eckoh plc  
Telford House,  
Corner Hall,  
Hemel Hempstead  
Herts 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 22 September 2022; or,
- if this Meeting is adjourned, at the close of business on the date which is two 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. 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 their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the Meeting.

6. The return of a completed proxy form or the appointment of a proxy via the web will not prevent a member attending the Meeting and voting in person if the member wishes to do so.

### Appointment of proxies using hard copy form

7. To request a paper proxy form, please contact our registrars Link Group on 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. The lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.

8. To appoint your proxy using a hard copy proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company's registrar, Link Group, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
- received by Link Group no later than 48 hours (excluding any part of a day that is not a working day) 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 10 below in relation to the submission of a proxy appointment via CREST.

In the case of a member which is a company, any hard copy 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 hard copy 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 (excluding any part of a day that is not a working day) 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

9. As an alternative, Shareholders may, and are encouraged to, cast their vote online via the registrars website at [www.signalshares.com](http://www.signalshares.com).

### Appointment of proxies through CREST

10. As an alternative to completing a hard copy proxy form, CREST members who wish to appoint the Chairman of the Meeting as their proxy 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 (with such procedures, as applicable, being read in conjunction with the appointment restrictions detailed in these notes). 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 the Chairman of the Meeting as proxy or an amendment to the instruction given to the Chairman of the Meeting as proxy previously, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: RA10) by not later than 48 hours (excluding any part of a day that is not a working day) 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.

## Notes to the notice of Annual General Meeting (continued)

### Appointment of proxy by joint members

11. 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

12. 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 forms (see above) also applies in relation to amended instructions; any amended proxy form received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using a 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

13. In order to revoke your 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 (excluding any part of a day that is not a working day) 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

14. 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

15. As at 14 July 2022, the Company's issued share capital comprised 292,869,261 Ordinary Shares. As at 14 July 2022, the Company holds 1,943,311 shares in the Company in treasury. 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 14 July 2022 is 290,925,950.

### Communication

16. 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 annual general meeting; or
- any related documents (including any hard copy proxy form),

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



**Eckoh plc** Telford House, Corner Hall, Hemel Hempstead, Herts HP3 9HN  
T: +44 (0) 1442 458 300 E: [tellmemore@eckoh.com](mailto:tellmemore@eckoh.com) W: [www.eckoh.com](http://www.eckoh.com)

*Registered in England and Wales, Company number 3435822. Registered office as above.*