

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

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

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.

