

Eckoh plc

NOTICE OF ANNUAL GENERAL MEETING

11.00 a.m. on 18 September 2019

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 2019.

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, eleven resolutions will be proposed to the Shareholders at the AGM. The AGM will be held at 11.00 a.m. on 18 September 2019 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.

Action to be taken – proxy forms

We informed you last year of our intention to remove the paper proxy card and move to a more efficient and secure method of voting via our registrars Link Asset Services website.

Whether or not you intend to be present at the meeting, please register your proxy vote no later than 11.00am on 16 September 2019 via our registrars website www.signalshare.com, by requesting a paper proxy from our registrar, 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 Meeting.

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 7,496,285 Ordinary Shares (representing approximately 2.9 per cent. of the Company's issued share capital as at 1 August 2019).

A handwritten signature in black ink, appearing to read "C Humphrey".

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 2019.

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 38 to 42 of the Annual Report) for the year ended 31 March 2019. The Directors' Remuneration Report, including the Directors' remuneration policy, is set out in full on pages 38 to 42 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.

Resolution 3: Declaration of dividend

The directors of the Company (the "Directors") are recommending a final dividend for the year ended 31 March 2019 of 0.61p per ordinary share which requires approval by the Shareholders of the Company (the "Shareholders"). If approved, the dividend will be paid on 25 October 2019 to Shareholders whose names appear on the register at the close of business on 27 September 2019.

Resolutions 4 to 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 year. Directors subject to retirement by rotation, Nicholas Philpot, Executive Director Chief Executive Officer and Christine Herbert, Executive Director Chief Financial 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 page 28 of the enclosed annual report and accounts.

Resolution 6: Re-appointment and remuneration of auditors

Resolution 6 proposes the 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.

The Company conducted a formal tender process to appoint a new auditor and a range of firms were approached for the tender. The Company concluded that PricewaterhouseCoopers LLP was the preferred firm to conduct the audit engagement and therefore confirmed the appointment of PricewaterhouseCoopers LLP as its new auditor commencing on 19 November 2018. The Board now seeks Shareholder approval for the appointment of PricewaterhouseCoopers LLP.

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 £211,675 (corresponding to one third of the issued share capital at 1 August 2019) and up to an additional aggregate nominal value of £211,675 (corresponding to a further one third of the issued share capital as at 1 August 2019) 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 1 August 2019, the Company holds 1,341,274 shares in the Company in treasury.

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 £63,502 corresponding to 10 per cent. of the issued share capital of the Company at 1 August 2019. 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.

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 of 0.25 pence each in the Company ("Ordinary Shares") (for subsequent cancellation) of up to 10 per cent. of the existing issued share capital of the Company. 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 1 August 2019 (being the latest practicable date prior to publication of this letter), share options to subscribe for 15,854,744 Ordinary Shares are subsisting, which represent 6.2 per cent. of the issued share capital of the Company at such date. If the full authority to purchase Ordinary Shares is used, such subsisting share options would represent 6.6 per cent. of the issued share capital of the Company.

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.

Resolution 11: Approval of a Sharesave scheme

As Shareholders are aware, the Board considers share ownership to be a key component of the Company's overall remuneration strategy. In September 2016, the Company introduced a share incentive plan for its UK employees and, in November 2017, a performance share plan for its executive directors.

The Board is now looking to introduce a Sharesave scheme for the employees of the Company's US operations, the Eckoh plc 2019 US Sharesave Scheme (the "**2019 Sharesave Scheme**") and the Company may wish to adopt similar Sharesave schemes in other jurisdictions in which the Company operates in the future.

Whilst as an AIM quoted company there is no regulatory requirement to seek Shareholder approval for share option schemes, in line with corporate governance best practice, the Board has decided that it is important to put the adoption of the proposed Sharesave scheme (and the Company's adoption of similar Sharesave schemes in other jurisdictions) to a Shareholder vote.

Accordingly, the Board is therefore seeking Shareholders' approval for:

- the 2019 Sharesave Scheme, which is summarised in the Appendix to this notice and the rules of which will be produced at the Meeting and for the purposes of identification initialled by the Chairman; and
- the Company's adoption of similar schemes based on the 2019 Sharesave Scheme in other jurisdictions in which the Company operates and is geographically located, subject to such modifications as may be necessary or desirable to take account of local laws, regulation and tax legislation.

This approval will be proposed as an ordinary resolution.

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 18 September 2019.

You will be asked to consider and vote on the resolutions below. Resolutions 1, 2, 3, 4, 5, 6, 7, 8 and 11 will be proposed as ordinary resolutions and resolutions 9 and 10 will be proposed as special resolutions.

Ordinary resolution

Annual report and accounts

1. THAT the Company's annual accounts for the financial year ended 31 March 2019, 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 38 to 42 of the Annual Report) for the year ended 31 March 2019, be approved.

Declaration of dividend

3. THAT a final dividend recommended by the Directors for the year ended 31 March 2019 of 0.61p per ordinary share of 0.25p each in the capital of the Company (the "Ordinary Shares"), be declared payable on 25 October 2019 to holders of Ordinary Shares registered as such at the close of business on 27 September 2019.

Re-appointment of Directors

4. THAT N Philpot, who retires by rotation and offers himself for re-appointment, be re-elected as a director of the Company.
5. THAT C Herbert, who retires by rotation and offers herself 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 £211,675 (being the nominal value of approximately one third of the issued share capital of the Company); and

- b. up to an aggregate nominal value of £423,350 (being the nominal value of approximately two thirds of the issued share capital of the Company) (such amount to be reduced by the nominal amount of any shares allotted or Rights granted under paragraph a) 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;

- 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 £31,751 (being the nominal value of approximately 5 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.
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 to a maximum aggregate nominal value of £31,751 (being the nominal value of approximately 5 per cent. of the issued share capital of the Company); 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 25,535,125 representing approximately ten per cent. of the issued ordinary share capital of the Company at 1 August 2019;

- 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.

Approval of Sharesave scheme

11. That:

- a. the Eckoh plc 2019 US Sharesave Scheme ("2019 Sharesave Scheme"), the principal terms of which are summarised in the Appendix to this notice, and the rules of which are produced to the meeting and initialled by the Chairman for the purposes of identification, be approved;
- b. the Directors of the Company be authorised to establish further schemes for the benefit of employees in other jurisdictions based on the 2019 Sharesave Scheme, subject to such modifications as may be necessary or desirable to take account of local laws, regulation and tax legislation, provided that any limits on individual participation or overall participation in the 2019 Sharesave Scheme will apply to such further schemes; and
- c. the Directors be authorised to do all acts and things which they may consider necessary or expedient for the purposes of implementing and giving effect to the same.

Dated Friday 1 August

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 16 September 2019; 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

6. You may appoint a proxy using one of the following methods:
 - To submit your proxy electronically via our registrars website, please go to www.signalshares.com. If you have not already registered for the Signal Shares you will need your Investor Code (IVC) which can be found on your share certificate our recent dividend confirmation.

- Crest members should use the Crest electronic proxy appointment service and refer to note 7 below in relation to the submission of a proxy appointment via Crest.
- In the event that you require a hard copy proxy form our you do not know your IVC please call our registrar Link Asset services on 0871 664 0391 or, if calling from overseas, on +44 (0) 371 664 0391. Calls cost 12p per minute plus you phone companies access charge; calls outside of the UK will be charged at the applicable international rate. Lines are open between 9.00 – 17.30 Monday to Friday excluding public holidays in England and Wales.

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 through CREST

7. 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

8. 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

9. 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 applies 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 our registrar Link Asset Services using the contact numbers provided in note 6.

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

10. 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

11. 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

12. As at 1 August 2019, the Company's issued share capital comprised 255,351,256 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 1 August 2019 is 255,351,256.

Communication

13. 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 chrisie.herbert@eckoh.com

You may not use any electronic address provided either:

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

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

Appendix: Summary of the Principal Terms of the proposed 2019 Sharesave Scheme

Operation

A committee (the “**Committee**”) will administer and supervise the operation of the 2019 Sharesave Scheme.

Eligibility

All employees of the Company’s US subsidiaries are eligible to participate in the 2019 Sharesave Scheme except for:

- 1) employees who have been employed for less than two years;
- (2) employees who are customarily employed for twenty hours or less per week; and
- (3) employees who own or have rights to acquire 5 per cent or more of the total combined voting power or value of all classes of shares of the Company or of any parent or subsidiary of the Company.

Number of shares under the Plan

The aggregate number of shares in the capital of the Company (nominal value 0.25 pence) (“**Ordinary Shares**”) authorised to be sold pursuant to the options granted under the 2019 Sharesave Plan is 1,300,000 Ordinary Shares (less any Ordinary Shares previously sold under the 2019 Sharesave Plan).

Enrolment Period

An eligible employee may participate in an offering under the 2019 Sharesave Scheme by enrolling during the offering period in a manner and form prescribed by the Committee.

Offering periods will commence annually on 1 December and end on the following 30 November. The Committee may change the duration of the offering periods subject to a maximum of 27 months.

Grant of Options

Participants who enrol during an offering period are granted an option to purchase up to a number of Ordinary Shares. Such number is determined by dividing the total payroll deductions credited to the participant’s account as of the exercise date by the option price. The option price will be an amount equal to 85 per cent of the closing price of the Ordinary Shares on the London Stock Exchange on either (i) the date the offering period begins, or (ii) the date of exercise, whichever results in the lowest price per Share

Options granted under the 2019 Sharesave Scheme will not be transferable other than by will or the laws of descent and distribution and are exercisable only by the participant during his or her lifetime.

Exercise of Options

Payroll deduction accounts will be maintained for the participants and regular payroll deductions will be made from the participant’s pay and credited to his or her account. As at the date of exercise, the account of each participant shall be totalled and the purchase price determined. The total payroll deductions credited to his or her account will be used to purchase one or more whole Ordinary Shares at the option price and the participant will be deemed to have exercised his or her option.

A participant may request for the shares to be issued in his or her name with a member of his or her family with a right of survivorship.

Holding Period

The participant must hold Ordinary Shares acquired pursuant to the 2019 Sharesave Scheme for a holding period that ends on the second anniversary of the effective date of the offering for the offering period under which the shares were purchased. If a participant terminates employment during such holding period, the Company shall hold such shares until the holding period expires.

Rights attaching to shares

None of the rights or privileges of a Shareholder of the Company shall exist with respect to such Ordinary Shares purchased under the 2019 Sharesave Scheme unless and until such whole shares have been fully issued.

Variation of Capital

In the event of a variation in the equity share capital including any stock dividend, split-up, recapitalisation, merger, consolidation, combination or exchange of shares, the Committee may adjust the total number of shares authorised to be offered, the number of shares subject to each outstanding option, the purchase price and/or consideration to be received upon exercise of each such option, provided it is adjusted in a fair and reasonable manner.

Amendments

The Committee may at any time amend the 2019 Sharesave Scheme in any respect. However, the approval of a majority of the Ordinary Shares then issued and outstanding and entitled to vote will be sought if shareholder approval is required for such amendment under applicable tax, securities or other law.

Termination

The 2019 Sharesave Scheme will remain in effect for a term of ten years, unless it is terminated at any time at the discretion of the Board or when participants become entitled to purchase a number of shares equal to or greater than the number of shares remaining available for purchase under the 2019 Sharesave Scheme.