

Eckoh plc

NOTICE OF ANNUAL GENERAL MEETING

11.00 a.m. on 1 September 2021

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 2021.

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 1 September 2021 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.

In light of social distancing measures in response to the COVID-19 pandemic, we are intending to conduct this year's AGM in a bespoke manner, with only the minimum necessary quorum of two Shareholders physically present at the AGM. Accordingly, so as to ensure your vote is counted at the AGM, you are encouraged to appoint the Chairman of the meeting as your proxy, giving your instructions on how you wish the Chairman to vote on the proposed resolutions. All votes at the AGM will be conducted on a poll. The results of the meeting will be announced, in the normal way, as soon as possible after the conclusion of the meeting.

Whilst physical attendance at the AGM is expected to be restricted in the above manner, 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. Any Shareholders who wish to join the meeting by such video conference means, should contact the Company Secretary by 6:00 p.m. on 27 August 2021 at InvestorRelations@eckoh.com in order to request video conference dial-in details. In addition, any Shareholder wishing to ask questions at the AGM should submit their question(s) to the Company Secretary by 6:00 p.m. on 27 August 2021 at the same email address. Any questions raised by Shareholders in such manner prior to the AGM, will be answered during the meeting in the usual way.

The Company will continue to closely monitor the developing impact of COVID-19 and the latest regulations and guidance issued by the UK Government. If circumstances evolve such that the Directors consider that, within safety constraints and in accordance with government guidance, arrangements regarding attendance at the AGM can change, the Company will notify Shareholders as soon as reasonably practicable of any such changes via a Regulatory Information Service and

on our website. We encourage Shareholders to monitor the Company's website and regulatory news services for any updates in relation to this year's AGM.

Action to be taken – proxy forms

Please register your proxy vote no later than 11:00 a.m. on 27 August 2021 via our registrars' website 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 0391. 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 7,561,284 Ordinary Shares (representing approximately 3.0 per cent. of the Company's issued share capital as at 1 July 2021).

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 2021.

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 37 to 42 of the Annual Report) for the year ended 31 March 2021. The Directors’ Remuneration report, including the Directors’ remuneration policy, is set out in full on pages 37 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 2021 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 22 October 2021 to Shareholders whose names appear on the register at the close of business on 24 September 2021.

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: Christopher Humphrey, Non-Executive Chairman and Chrissie Herbert, 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 26 of the Annual Report.

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.

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 £211,480 (corresponding to one third of the issued share capital at 1 July 2021) and up to an additional aggregate nominal value of £211,480 (corresponding to a further one third of the issued share capital as at 1 July 2021) 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 July 2021, the Company holds 1,684,567 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 £63,444 corresponding to 10 per cent. of the issued share capital of the Company at 1 July 2021. 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 (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 July 2021 (being the latest practicable date prior to publication of this letter), share options to subscribe for 15,590,000 Ordinary Shares are subsisting, which represent 6.1 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 6.5 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: Adoption of New Articles

The Company’s existing articles of association (“**Current Articles**”) have been reviewed with a view to updating provisions to reflect current practice and to include flexibility with regard to virtual or hybrid meetings in light of the pandemic. As a result, the Board has decided to propose that a new set of articles of association (the “**New Articles**”) are adopted.

An explanation of the main changes between the proposed New Articles and the Current Articles is set out below.

There are some other changes being proposed which are

of a minor, technical or clarifying nature. For example, key definitions have been capitalised in the New Articles to aid interpretation and application of the New Articles. Other minor changes merely reflect current market practice, or updates as a result of the operation of the Companies Act 2006 and/or the Uncertificated Securities Regulations 2001.

A copy of the New Articles showing all the changes to the Current Articles can be viewed at <https://www.eckoh.com/investors/aim-rule-26/constitutional-documents>

Electronic conduct of meetings

In light of the pandemic and the disruption this has caused to attending meetings physically, the New Articles explicitly permit hybrid general meetings. Hybrid general meetings will give Shareholders the option to attend the meeting either in person or virtually.

In addition, the New Articles confirm that the Directors may use an electronic facility or any other form of communications equipment to participate in a meeting of the Board and such Director will count as forming part of the quorum and will be entitled to vote.

Demanding a poll (New Article 58(e))

The New Articles note the statutory right of a member under the Companies Act 2006 to demand a poll in the case of a resolution for an off-market share purchase by the Company.

Chairman’s casting vote (Amended Article 60)

The New Articles remove the Chairman’s casting vote in the event of an equality of votes. This is consistent with the Companies Act 2006 and with the Company’s practice as such casting vote is not used by the Chairman.

Voting by proxies (New Article 67.2)

The New Articles confirm, in accordance with the Companies Act 2006, that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution.

Dividends to be withheld on Section 793 Notice (Amended Article 70)

The New Articles permit the Company to withhold dividends in respect of restricted shares following the issue of a notice under section 793 of Companies Act 2006 and until the requisite information has been supplied to the Company. Any dividends shall, however, accrue and be paid once the restrictions are lifted. This is consistent with the practice of other listed and quoted companies. The Directors consider it unlikely that the Directors will ever need to use such provision in practice but consider it a useful deterrent and therefore a provision that will encourage Shareholders to comply with their obligations under section 793 of Companies Act 2006.

No obligation to verify proxy voting in accordance with instructions (New Article 74)

Under the New Articles, the Company is not obliged to verify that the proxy or corporate representative has voted in accordance with the Shareholder’s or corporate Shareholder’s instructions.

Appointment of more than one proxy (New Article 76.2)

The New Articles confirm a member can appoint more than one proxy provided each proxy is appointed to exercise the

rights attached to a different share(s) held by that member. There cannot be any overlap by the giving of multiple proxies.

Corporate representatives (Amended Article 79 and Deleted Article 80)

Where a Shareholder is a corporation, it is required to appoint an individual to act on its behalf at general meetings. This can either be by a proxy or a corporate representative. Article 79 has been amended to remove the requirement for notice of the appointment of a corporate representative to be given to the Company. The Company may, however, request evidence of the resolution or authority permitting the corporate representative to exercise the Shareholder's power at the general meeting.

Retirement of Directors (Amended Article 82)

Article 82 in the New Articles is consistent with current best practice and New Article 82.2 confirms that the Board may, in its discretion, resolve to retire a greater number of directors than provided for under Article 82.1.

Age of Directors (New Article 85.2)

The New Articles confirm the Company does not require a Director to vacate his or her office on the sole ground of attaining a certain age.

Removal of Borrowing Limit (New Article 104)

Article 104 of the Current Articles has been substituted to remove a limit on the Company's level of borrowings. Previously, if the Company was to exceed its borrowing limit, it would require, in advance, an ordinary resolution from the requisite majority of the Shareholders of the Company. The borrowing limit has been removed as, in light of current circumstances and market practice, the Directors believe this is an unnecessary restriction and therefore it is in the interests of the Company to remove this administrative requirement so as to ensure the Directors have the ability to respond quickly to opportunities as they arise.

Vacation of the Office of Director (New Article 105(i) and (j))

Article 105 is expanded to require a Director to vacate his/her office if all the other Directors unanimously resolve that such Director's office should be vacated or, if he/she is an employee, such Director ceases to be an employee and the Board does not resolve to allow such Director to continue in office.

Director Interests (New Articles 122 to 128 (inclusive))

The provisions regarding Directors' interests have been deleted and replaced with provisions to reflect more up-to-date practice of public companies under the Companies Act 2006. This will aid with interpretation and application of the provisions.

Uncashed Dividends and Returned Notices (New Article 139.3 and 163.2)

New provisions have been included to allow the Company to omit sending out cheques relating to dividends or notices to members should previous cheques remain uncashed or notices have been returned undelivered. The provisions confirm the administrative steps the Company may take in such circumstances.

Indemnity to Officers (New Article 168.1)

This provision is updated in the New Articles to set out a conclusive list of the bases on which (current or former) Directors, secretaries or executive officers of the Company may be indemnified by the Company.

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 1 September 2021.

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

Ordinary business

Annual report and accounts

1. THAT the Company's annual accounts for the financial year ended 31 March 2021, 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 2021, be approved.

Declaration of dividend

3. THAT a final dividend recommended by the Directors for the year ended 31 March 2021 of 0.61p per Ordinary Share of 0.25p each in the capital of the Company (the "Ordinary Shares"), be declared payable on 22 October 2021 to holders of Ordinary Shares registered as such at the close of business on 24 September 2021.

Re-appointment of Directors

4. THAT C Humphrey, 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 £211,480 (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 £422,961 (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 subparagraph (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 business

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 subparagraph (a) above) up to a maximum aggregate nominal value of £31,722 (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 £31,722 (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 25,377,643 representing approximately ten per cent. of the issued Ordinary Share capital of the Company at 1 July 2021;
- 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.

Adoption of New Articles

11. THAT with effect from the conclusion of the meeting the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

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 27 August 2021; 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.

3. Given the uncertainty around whether members will be able to attend the Meeting, we recommend that all members appoint the Chairman of the meeting as proxy. This will ensure that your vote will be counted if attendance at the meeting is restricted or you are unable to attend in person. Details of how to appoint the Chairman of the Meeting as your proxy using a hard copy proxy form are set out in the notes to such proxy form.

4. 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.

5. 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, should this be permitted under applicable COVID-19 restrictions.

Appointment of proxies using hard copy form

6. 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 0391. 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.

7. 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 9 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 hours (excluding any part of a day that is not a working day) 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

8. As an alternative, Shareholders may, and are encouraged to, cast their vote online via the registrars website at www.signalshares.com.

Appointment of proxies through CREST

9. 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.

Appointment of proxy by joint members

10. 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

11. 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

12. 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 your proxy appointment will remain valid.

Corporate representatives

13. A corporation which is a member should appoint the Chairman of the Meeting as its proxy in the manner detailed above and in the notes to the proxy form.

Issued shares and total voting rights

14. As at 1 July 2021, the Company's issued share capital comprised 255,461,000 Ordinary Shares. 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 July 2021 is 255,461,000.

Communication

15. 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 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.