

## Notice of Annual General Meeting

### **ECSC GROUP PLC**

Registered in England No. 03964848

(the "Company")

Notice is hereby given that the annual general meeting of ECSC Group plc will be held at the offices of the Company, 28 Campus Road, Listerhills Science Park, Bradford, BD7 1HR on 14 June 2018 commencing at 12 noon to transact the following business:

#### **Ordinary Resolutions**

1. To receive and adopt the financial statements for the 12 months ending 31 December 2017 together with the directors' report and the independent auditor's report.
2. To re-appoint BDO LLP as auditors to the Company to hold office until the next general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.
3. To approve the appointment of David Mathewson who was appointed as secretary of the Company in accordance with the Company's articles of association on 13 April 2018.
4. To approve the re-appointment of Ian Mann who was re-appointed as a director of the Company in accordance with the Company's articles of association on 13 April 2018.
5. To approve the appointment of Elizabeth Gooch who was appointed as a non-executive director of the Company in accordance with the Company's articles of association on 16 April 2018.
6. To approve the re-appointment as a director of Lucy Sharp who retires by rotation in accordance with the provisions of Article 59 of the Company's articles of association.
7. To consider and, if thought fit, pass the following ordinary resolution:

That the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £29,980.00 (such amount being equal to 33 per cent. of the Company's issued share capital). Such authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company or the date falling 15 months after the date of the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require shares to be allotted after such expiry and the directors may allot the relevant shares in pursuance of such offer or agreement 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 and grant rights to subscribe for, or convert any security into, shares.

## Special Resolution

8. To consider and, if thought fit, pass the following special resolution:

That, subject to the passing of resolution 9 above, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorities conferred by resolution 8 as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £9,084.72 (such amount being equal to 10 per cent. of the Company's issued share capital). This power shall expire at the conclusion of the next Annual General Meeting of the Company or the date falling 15 months after the date of the passing of this resolution, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement 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 shares and grant rights to subscribe for, or convert any security into, equity securities.

By order of the board:

David Mathewson  
Company Secretary

Registered office: 28 Campus Road, Listerhills Science Park, Bradford, BD7 1HR

21 May 2018

Notes:

1. Resolutions 1-7 above are ordinary resolutions and resolution 8 is a special resolution.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered in the Company's register of members at 6:30 p.m. on **12 June 2018** shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the Company's register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned, as at 6:30 p.m. on the day two days (excluding non working days) before the date of the adjourned meeting shall apply for the purpose of determining the entitlement of members to attend and vote at the adjourned meeting.
3. A Form of Proxy is enclosed. To be valid, the Form of Proxy (and any power of attorney or other authority (if any) under which it assigned) must be duly completed and signed and deposited at the office of the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 hours (excluding non-working days) before the time for holding the meeting (or any adjourned meeting). Completion of a Form of Proxy does not preclude a member from attending and voting in person at the meeting if (s)he so wishes.
3. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
4. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.
5. If you wish to attend the AGM in person, you should make sure that you arrive at the venue for the AGM in good time before the commencement of the meeting. You may be asked to prove your identity and to leave mobile phones, tablets and other portable electronic devices at reception in order to gain admission.
6. If a shareholder has a general query about the AGM or wishes to give the Company prior notice of any question he wishes to ask at the AGM he should call 01274 736 223. Calls may be monitored for security and training purposes.