

## 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 28 Campus Road, Bradford, BD7 1HR on 30 June 2020 commencing at 2pm.

Given prevailing Government guidance in relation to COVID-19, avoiding unnecessary travel and stopping all gatherings of more than two people, it is proposed that the AGM be convened with the minimum quorum of shareholders present (which will be facilitated by ECSC) in order to conduct the business of the meeting.

The Company encourages all shareholders to submit their Form of Proxy as soon as possible, in advance, rather than attend the meeting in person. We will not be permitting any shareholders access to the meeting. Only the formal business of the Resolutions will be carried out at the meeting.

#### **Ordinary Resolutions**

1. To receive and adopt the financial statements for the 12 months ending 31 December 2019 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 confirm the appointment of Gemma Basharan who was appointed as a director by the Board on 25 March 2020 in accordance with the provisions of Article 57 of the Company's articles of association.
4. To confirm the appointment of Ian Castle who was appointed as a director by the Board on 25 March 2020 in accordance with the provisions of Article 57 of the Company's articles of association.
5. To approve the re-appointment as a director of Elizabeth Gooch MBE who retires by rotation in accordance with the provisions of Article 59 of the Company's articles of association.
6. 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 £33,025.04 (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**

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

That, subject to the passing of resolution 6 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 6 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 £20,015.18 (such amount being equal to 20 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:

Company Secretary  
David Mathewson

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

01 June 2020

**Notes:**

1. Resolutions 1-7 above are ordinary resolutions and resolution 7 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 26 June 2020 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. However, given Government guidance in relation to COVID-19, we expect shareholders to adhere to the current instructions to stay at home and instead to vote by proxy on the resolutions set out above.

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. However, given Government guidance in relation to COVID-19, we expect shareholders to adhere to the current instructions to stay at home and instead to vote by proxy on the resolutions set out above.

4. 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.

5. 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.

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.