

## 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 28 Campus Road, Bradford, BD7 1HR on 23 June 2021 commencing at 2pm.

The Company's board of Directors ("Board") continues to monitor the coronavirus pandemic and has noted, in particular, the gradual easing of public health restrictions across England in line with the government's "COVID-19 Response - Spring 2021" roadmap published in February. Based on that roadmap and associated guidance, it is currently anticipated that attendance in person at the meeting will not be unlawful. It is therefore intended that the directors will be present in person at the AGM, observing relevant social distancing guidelines in place on the date of the meeting. However, given ongoing public health considerations, shareholders are strongly encouraged not to attend the meeting in person and to appoint the Chair of the meeting as proxy.

### **Ordinary Resolutions**

1. To receive and adopt the financial statements for the 12 months ending 31 December 2020 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 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.
4. To approve the re-appointment as a director of Ian Mann who retires by rotation in accordance with the provisions of Article 59 of the Company's articles of association.
5. 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 Resolutions**

6. To consider and, if thought fit, pass the following special resolutions:

That, subject to the passing of resolution 5 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 £10,007.59 (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.

7. That, subject to the confirmation of the High Court, the amount standing to the credit of the Company's share premium account be cancelled.
8. THAT, subject to the passing of resolution 7 above and the confirmation by the High Court of the cancellation of the Company's share premium account, the Company is generally authorised for the purposes of s 701 Companies Act 2006 to make one or more market purchases (within the meaning of s 693 Companies Act 2006) of ordinary shares of £0.01 each in the capital of the Company provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 1,501,138;
  - (b) the minimum price which may be paid for an ordinary share is £0.01;
  - (c) the maximum price which may be paid for an ordinary share is not more than the higher of:
    - (i) 105% of the average middle-market quotation for an ordinary share as derived from the Daily Official List of the London Stock Exchange for the five business days

- immediately preceding the day on which the ordinary share is purchased; and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out, in each case, exclusive of expenses.
- (d) this authority 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 make a contract of purchase of ordinary shares under this authority which would or might be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
- (e) any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the directors to be in the best interests of shareholders at the time.

By order of the board:

Company Secretary  
David Mathewson

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

25 May 2021

Notes:

1. Resolutions 1-5 above are ordinary resolutions and resolutions 6-8 are special resolutions.

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 6.30pm on 21<sup>st</sup> June 2021 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 ongoing public health considerations, shareholders are strongly encouraged not to attend the meeting in person and to appoint the Chair of the meeting as proxy.

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 ongoing public health considerations, shareholders are strongly encouraged not to attend the meeting in person and to appoint the Chair of the meeting as proxy.

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.