

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Eleco Public Limited Company

(incorporated and registered in England and Wales under number 00354915)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of Eleco Public Limited Company to be held at our NOMAD's offices, finnCap, One Bartholomew Close, London, EC1A 7BL on Thursday 11 May 2023 at 11:00 am (BST) is set out at the end of this document.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the Annual General Meeting.

Eleco Public Limited Company
(incorporated and registered in England and Wales under number 00354915)

Registered Office:

Dawson House
5 Jewry Street
London
EC3N 2EX
United Kingdom

13 April 2023

Notice of Annual General Meeting

Dear Shareholder,

1. Introduction

I am pleased to be writing to you with details of the Annual General Meeting ("**AGM**") for Eleco Public Limited Company (the "**Company**") which we are holding at our NOMAD's offices, finnCap, One Bartholomew Close, London, EC1A 7BL on Thursday 11 May 2023 at 11:00 am (BST). The formal notice of AGM is set out on pages 7 to 14 of this document. Your attention is drawn to the recommendations of the Board as set out in paragraph 4 of this letter.

2. Explanatory notes to the notice of the AGM

The following notes explain the proposed resolutions. Resolutions 1 to 12 are proposed as Ordinary resolutions. For each of the Ordinary resolutions to be passed, more than half of the votes cast must be in favour of each resolution. Resolutions 13 and 14 are proposed as Special resolutions. For each of the Special resolutions to be passed, at least three quarters of the votes cast must be in favour of each Special resolution.

Resolution 1 – Annual report and accounts

The directors must present the audited annual accounts and the directors' and auditors' report for the financial year ended 31 December 2022.

Resolutions 2 and 3 – Re-appointment and remuneration of auditors

The Company must appoint auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next such meeting. As set out in the Annual Report and Accounts on page 34, the Audit Committee has assessed the effectiveness,

independence, and objectivity of RSM UK Audit LLP and recommends their re-appointment as the Company's auditors.

In accordance with normal practice, Resolution 3 seeks authority for the Company's directors to fix the auditor's remuneration.

Resolutions 4 and 5 – Final Dividend and Special Dividend

If resolution 4 is approved by shareholders, the final dividend for the year ended 31 December 2022 of 0.5 pence per Ordinary share will be paid on 2 June 2023 to shareholders whose names appear on the register of members at close of business on 19 May 2023 (the “**Final Dividend**”).

Following the successful sale of “Arcon”, the German architectural CAD business, to FirstInVision GesmbH, which was announced on 20th February 2023, the Directors propose to return circa £0.5m of the proceeds of sale to shareholders in the form of a special dividend of 0.58 pence per Ordinary share (the “**Special Dividend**”). If resolution 5 is approved, the Special Dividend will also be paid on 2 June 2023 to shareholders whose names appear on the register of members at close of business on 19 May 2023.

Resolutions 6 to 10 – Re-appointment of directors

The Company's articles of association require one third of the directors to retire by rotation each year. Those directors are then eligible for re-election by shareholders. No director may serve for more than three years without being re-elected by shareholders.

The Board is committed to corporate governance best practice and, in accordance with this, has adopted the policy that all the directors of the Company will stand for re-election at the AGM.

The biographical details of all directors can be found on the Company's website at <https://eleco.com/governance/board>.

The Board believes that the balance and makeup of the Board is appropriate for the Company and aligns with corporate governance good practice. The Nomination Committee reviews on an annual basis the balance and composition of the Board, including the independence of all Non-Executive Directors. The Board believes that each Director continues to make valuable contributions to the Board and has sufficient time to meet the responsibilities of the role.

As announced on 29 March 2023, Paul Boughton has resigned from the Board and as Chair of the Audit Committee. The Board is in the process of recruiting a replacement Independent Non Executive Director with the intention that the replacement director will have the appropriate skills and expertise to Chair the Audit Committee. In the interim Annette Nabavi will act as Chair of the Audit Committee to ensure the independence of the Audit Committee and the continuity of the matters delegated to the committee.

Resolution 11 – Increase aggregate Non-Executive Directors' Remuneration Limit

The maximum aggregate fees payable to the Non-Executive Directors (being £200,000) has remained at the same level since 1998, notwithstanding the increased size of the Company over

the last 25 years and the increased complexity and time commitment expected of the role of Non-Executive Directors. Further, if the threshold had increased with inflation, it would currently be more than £350,000 (based on figures from the Bank of England). To reflect these changes, the Board requests an increase to the aggregate fee level, in order to retain and attract Non-Executive Directors with the necessary skills and experience required for the effective leadership of the Company.

It should be noted that the intention is to only increase Non-Executive Director fees by 5% this year. No increase to Non-Executive Director fees was made last year and the proposed increase is significantly below the level of inflation in that period and the proposed new limit. The new limit will provide sufficient flexibility in the medium to long-term to ensure the Company continues to operate an effective governance structure. If Resolution 11 is approved by shareholders, the maximum aggregate fees payable to the Non-Executive Directors will be increased from £200,000 to £300,000. This increase would still be significantly below the original limit set in 1998, in real (inflation adjusted) terms.

Resolutions 12 to 14 – Directors’ authority to allot, disapply pre-emption rights and purchase own shares

Resolutions 12, 13 and 14 relate to directors’ authority to allot shares, disapply statutory pre-emption rights and allow the Company to make market purchases of its own shares. It is important for shareholders to note that the Company requires such authorities from its shareholders to be able to raise funds which may be essential for its operation. The Board has carefully reviewed the authorities requested and taken external advice on the level of these authorities. They have concluded that they are in line with best practice including share capital management guidelines issued by the Investment Association (the “**Guidelines**”) as noted below. Companies whose shares are admitted to trading on the Alternative Investment Market (“**AIM**”) are encouraged to adopt the Guidelines, although they are not binding on companies listed on AIM and many companies listed on AIM choose to request authorities in excess of those recommended under the Guidelines.

Resolution 12 - Directors’ authority to allot

The routine renewal of this authority is to provide flexibility in managing the Company’s capital resources, however the directors have no present intention to exercise the authority and would consult with shareholders prior to any use of the authority.

Following a recommendation by the Rights Issue Review Group to the Chancellor, the ceiling on directors’ authority to allot shares was increased from one-third to two-thirds. Despite this, the Board has concluded that a ceiling amount of 15% the Company’s issued share capital remains appropriate for the Company. This is considerably lower than that permitted by the Guidelines but the Board believes that this is sufficient for the Company’s needs at this time and helps to protect shareholders from unexpected dilution.

Paragraph 12.1 of Resolution 12 would give the directors the authority to allot shares in the Company and grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal value of £124,773.59. This represents approximately 15% of the Ordinary

share capital of the Company in issue at 12 April 2023 (being the latest practicable date prior to the publication of this notice).

The directors' authority will expire (unless previously revoked by the Company) on the earlier of 30 June 2024 and the conclusion of the next annual general meeting.

Resolution 13 – Statutory pre-emption rights

Under company law, when new shares are allotted for cash, they must generally first be offered to existing shareholders pro rata to their holdings. A special resolution to disapply pre-emption rights should comply with the provisions of the Pre-emption Group's current Statement of Principles. In November 2022, The Pre-emption Group updated the Statement of Principles to recommend an increased authority for the general disapplication of pre-emption rights from 5% up to 10% of the issued share capital.

The Board has considered the new guidance and concluded that a limit of 5% remains appropriate for the Company. This special resolution gives the directors authority for the period ending 30 June 2024 or, if earlier, the date of the next AGM, to: (a) allot shares of the Company for cash in connection with a pre-emptive offer; and (b) otherwise allot shares of the Company for cash up to an aggregate nominal value of £41,591.19 (representing in accordance with institutional investor guidelines, approximately 5% of the total Ordinary share capital in issue as at 12 April 2023 (being the latest practicable date prior to the publication of this notice) as if the statutory pre-emption rights under the Companies Act 2006 law did not apply. Again, the board believes that adopting a lower limit is in the best interests of shareholders.

Resolution 14 – Authority for market purchase of own shares

Resolution 14 grants the Company authority to make limited market purchases of the Company's Ordinary shares. While the Board have no current intention to exercise this authority, it is considered prudent for the Directors to have flexibility to do so if they believe it would be in shareholders' interests as a whole. The Guidelines comment that a general authority to purchase up to 10% of the existing shares in issue of a Company is standard practice. The Board has therefore requested authority to repurchase its own shares up to the amount of 8,318,239 of the Ordinary shares in issue representing 10% of the issued share capital as at 12 April 2023 (being the latest practicable date prior to publication of this notice) and sets out the minimum and maximum prices that can be paid, exclusive of expenses. The authority conferred by this resolution will expire at the conclusion of the Company's next AGM or 30 June 2024 from the passing of this resolution, whichever is the earlier.

3. Dividend

As set out in the Annual Report and Accounts on page 4, due to the Company's strong cash position and the successful disposal of "Arcon" the Board is recommending a Final Dividend for the financial year ended 31 December 2022 of £415,911 equating to a dividend per share of 0.5 pence and a Special Dividend of £482,457 equating to a dividend per share of 0.58 pence. These dividends are

expected to be paid on 2 June 2023 to all shareholders appearing on the register of members as of 19 May 2023.

4. Recommendations

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole.

Your Board will be voting in favour of all resolutions and unanimously recommends that you do so as well.

5. Action to be taken by shareholders

The resolutions are subject to shareholder approval. A notice convening the AGM is set out on pages 7 to 14 of this document.

A form of proxy for the AGM is enclosed with this document and you are requested to complete and post the form of proxy to the Company's registrars as soon as possible or submit your vote via CREST or via www.sharegateway.co.uk if applicable. The completion and return of a form of proxy will not prevent you from attending the AGM in person, speaking and voting if you wish to do so.

To be valid, an instrument appointing a proxy and any power of attorney or other authority under which the proxy instrument is signed (or a notarially certified copy thereof) must be deposited at the Company's registrars by 11:00 am (BST) on 9 May 2023.

The following documents will be available for inspection at the Company's registered office from the date of this document until the close of the AGM and at the AGM location from 15 minutes before the AGM until it ends:

- i. Copies of the Executive Directors' service contracts; and
- ii. Copies of letters of appointment of the Non-Executive Directors.

Yours faithfully,

Serena Lang
Chairman

Eleco Public Limited Company

(incorporated and registered in England and Wales under number 00354915)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2023 Annual General Meeting ("**AGM**") of Eleco Public Limited Company (the "**Company**") will be held at the NOMAD's offices, finnCap, One Bartholomew Close, London, EC1A 7BL on 11 May 2023 at 11:00 am (BST) for the purpose of considering and, if thought fit, passing the resolutions below. Resolutions 1 to 12 (inclusive) will be proposed as Ordinary Resolutions ("**Ordinary Resolutions**") and Resolutions 13 to 14 (inclusive) will be proposed as Special Resolutions ("**Special Resolutions**").

Ordinary Resolutions

1. **THAT** the Company's annual report and accounts for the financial year ended 31 December 2022 (the "**Annual Report**"), together with the Director's report and the Auditor's report on those accounts, be received and adopted.
2. **THAT** RSM UK Audit LLP (the "**Auditors**") be re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
3. **THAT** the Directors be authorised to fix the remuneration of the Auditors.
4. **THAT** the Company declare a final dividend for the year ended 31 December 2022 of 0.5 pence per Ordinary share to be paid on 2 June 2023 to the holders of Ordinary shares of £0.01 each on the register of members at the close of business on 19 May 2023.
5. **THAT** a special dividend of 0.58 pence per Ordinary share be approved and paid on 2 June 2023 to the holders of Ordinary shares of £0.01 each on the register of members at the close of business on 19 May 2023.
6. **THAT** the Company's Executive Director, Jonathan Hunter, is re-appointed as director of the Company.
7. **THAT** the Company's Executive Director, Neil Pritchard, is appointed as director of the Company.
8. **THAT** the Company's Non-Executive Director, Serena Lang, is re-appointed as director of the Company.

9. **THAT** the Company's Non-Executive Director, Annette Nabavi, is re-appointed as director of the Company.
10. **THAT** the Company's Non-Executive Director, Mark Castle, is re-appointed as director of the Company.
11. **THAT** the limit on aggregate fees payable to the Non-Executive Directors of the Company as specified in article 76 of the Company's articles of association be increased to a total of £300,000 per annum.
12. **THAT:**
 - 12.1. the Directors of the Company be generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £124,773.59 (representing approximately 15% of the Company's issued share capital as of 12 April 2023);
 - 12.2. such authority shall expire (unless previously revoked by the Company) on the earlier of 30 June 2024 and the conclusion of the next AGM of the Company and in each case the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the authority has expired and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that this authority has expired; and
 - 12.3. all previous authorities to allot shares or grant Rights, to the extent unused, shall be revoked.

Special Resolutions

13. **THAT:**
 - 13.1. subject to and conditional on the passing of Resolution 12, the Directors of the Company shall have the power to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash under the authority conferred by Resolution 12 as if section 561 of the Companies Act 2006 did not apply to the allotment and this power shall be limited to:
 - 13.1.1. the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:

- 13.1.1.1. Ordinary shareholders in proportion (as nearly as may be) to their existing holdings; and
 - 13.1.1.2. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,
but subject to such exclusions and other arrangements as the Directors may consider necessary or appropriate in relation to fractional entitlements, record dates, treasury shares or any legal, regulatory or practical problems under the laws of any territory (including the requirements of any regulatory body or stock exchange) or any other matter; and
 - 13.1.2. the allotment of equity securities (otherwise than under paragraph 13.1.1 of this resolution) up to an aggregate nominal amount of £41,591.19;
 - 13.2. this power shall expire when the authority given by Resolution 12 is revoked or expires but the Company may before expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power has expired; and
 - 13.3. this power applies in relation to a sale of treasury shares which constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if the words "under the authority conferred by Resolution 12" were omitted from the introductory wording to Resolution 13.1.
- 14. THAT:**
- 14.1. the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary shares of £0.01 each in the capital of the Company upon such terms and in such manner as the directors of the Company shall determine, provided that:
 - 14.1.1. the maximum aggregate number of Ordinary shares authorised to be purchased is 8,318,239;
 - 14.1.2. the minimum price which may be paid for such Ordinary shares is £0.01 per share (exclusive of expenses);
 - 14.1.3. maximum price (exclusive of expenses) which may be paid for an Ordinary share cannot be more than an amount equal to 105 per cent of the average market value of the Ordinary shares for the five business days immediately prior to the day the purchase is made;

- 14.1.4. unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or 30 June 2024, whichever is the earlier; and
- 14.1.5. the Company may make a contract or contracts to purchase Ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary shares in pursuance of any such contract or contracts.

13 April 2023

By order of the Board

Serena Lang
Chairman

Registered Office: Dawson House, 5 Jewry Street, London, EC3N 2EX, United Kingdom
Registered in England and Wales No. 00354915

Notes

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
3. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must complete a separate form of proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility. Members can copy their original form of proxy, or additional forms of proxy can be obtained from Neville Registrars Limited by calling +44 (0) 121 585 1131. Calls are charged at the standard geographic rate and may vary by provider. Lines are open between 09:00–17:00, Monday to Friday excluding public holidays in England and Wales.
4. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Withheld" box. 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.
5. To be valid any proxy form or other instrument appointing a proxy must be completed and signed, received by post or (during normal business hours only) by hand at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD no later than 48 hours before the time appointed for holding the meeting.
6. 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).

7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or an attorney for the company.
8. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
9. As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at www.sharegateway.co.uk using the shareholder's personal proxy registration code as shown on the form of proxy. For an electronic proxy appointment to be valid, your appointment must be received by no later than 11:00 am (BST) on 9 May 2023.
10. 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.
11. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 14 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
12. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 18:00 pm (BST) on 9 May 2023 (or, in the event of any adjournment, at 18:00 pm on the date which is two days before the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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, Neville Registrars Limited (CREST Participant ID: 7RA11) no later than 48 hours before the time appointed for the 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 issuer'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.

15. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
16. 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 (SI 2001/3755).
17. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
18. As at 12 April 2023, which is the latest practicable date before publication of this notice, the Company's issued share capital comprised 83,182,397 Ordinary shares of £0.01 each.
19. Each Ordinary share carries the right to one vote on all resolutions proposed at this AGM. Accordingly, the total number of voting rights in the Company in respect of the resolutions proposed at this AGM as at 12 April 2023 is 83,182,397.
20. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
 - to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting to answer the question.
21. Copies of the directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.
22. A copy of this notice, and other information required by s.311A of the Companies Act 2006, can be found at <https://eleco.com/results/shareholder-communications>.

23. Shareholders may not use any electronic address provided in either this notice of meeting or any related documents to communicate with the Company for any purposes other than those expressly stated.