

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000, as amended. If you have sold or otherwise transferred all your shares in Echo Energy plc (the "Company"), please forward this document to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

You will not have received a hard copy proxy form for the 2020 Annual General Meeting ("AGM") in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at [www.signalshares.com](http://www.signalshares.com), logging in and selecting the 'Vote Online Now' link. Full details of how to vote are set out in notes 2 and 3 in the Notes to the Notice of Meeting. Please submit your proxy vote so as to reach the Company's registrar as soon as possible and in any event no later than mid-day on 4 August 2020 or if you are a CREST member, by using the service provided by Euroclear.

**ARRANGEMENTS FOR THE AGM IN LIGHT OF THE CONTINUING CORONAVIRUS PANDEMIC ("COVID-19"):** As a result of the current crisis of COVID-19 and the UK Government's measures to restrict public gatherings please note that it will not be possible to hold the Company's 2020 AGM in its usual format. In particular, attendance by shareholders of the Company will not be possible. Accordingly, the AGM this year will be restricted to its formal business only and will be run as a closed meeting. **Shareholders should therefore comply with the Government's measures by not attending the meeting in person and instead are strongly encouraged to submit their proxy vote, appointing the Chairman of the meeting as their proxy to ensure that their votes are registered. Shareholders will not be permitted to attend the AGM in person and will be refused entry should they attempt to do so.**

In accordance with the Company's articles of association, whilst submission of a proxy vote or the using of the CREST Proxy Voting Service (as applicable) would not ordinarily preclude shareholders from attending, speaking and voting in person at the AGM, as advised above the meeting is being held as a closed meeting and shareholders are not able to attend. Voting will take place on a show of hands as usual in accordance with the Company's Articles of Association ("**Articles**"), however, if the Company is of the view that this does not reflect the proxy votes, the Chairman will direct voting to be by poll, again in accordance with the Company's Articles.

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## NOTICE OF ANNUAL GENERAL MEETING

# Echo Energy plc

(registered in England and Wales No. 05483127)

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Notice is hereby given that the AGM of Echo Energy plc (the "**Company**") will be held at the offices of Fieldfisher LLP, Riverbank House, 2 Swan Lane, London EC4R 3TT on Thursday, 6 August 2020 at mid-day for the purposes of considering and, if thought fit, passing the following resolutions 1-5 as ordinary resolutions and resolutions 6 & 7 as special resolutions:

## ORDINARY RESOLUTIONS

### Resolution 1

To receive the audited annual accounts of the Company for the year ended 31 December 2019 together with the Directors' reports, Strategic report and the Auditor's report on those annual accounts.

### Resolution 2

THAT Crowe U.K. LLP be re-appointed as the Auditor of the Company, to hold office from the conclusion of this AGM to the conclusion of the next annual general meeting at which accounts are laid before the Company.

### Resolution 3

THAT the Directors be authorised to determine the remuneration of the auditors.

### Resolution 4

THAT James Parsons stands for re-election as a Director of the Company, who retires by rotation under Article 70 of the Articles of Association and, being eligible offers himself for re-election.

### Resolution 5

THAT in substitution for all existing authorities, the Directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**2006 Act**"), to exercise all of the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,779,293 provided that such authorities shall expire at the conclusion of the AGM of the Company in 2021 or on 30 June 2021, whichever is the earlier, save that the Company may before such expiry make any offer or agreement 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 to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorities conferred by this resolution had not expired.

## SPECIAL RESOLUTIONS

### Resolution 6

THAT subject to the passing of Resolution 5 pursuant to and in accordance with sections 570 and 573 of the 2006 Act, the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash under the authority given by Resolution 5 and/or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment (or sale), such authority to be limited to an allotment of equity securities (or sale of treasury shares) up to an aggregate nominal amount of £1,779,293 such authority to expire at the conclusion of the Company's next AGM after passing of this resolution or, if earlier, 30 June 2021 (unless renewed, varied or revoked by the Company prior to its expiry), save that, prior to its expiry, the Company may make offers or enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if such authority had not expired.

**Resolution 7**

THAT Article 137 (ii) of the Company's Articles of Association be amended by the deletion of '48 hours' and the insertion of '24 hours' such that the Article reads:

'A notice or other document addressed to a member at an address to which notices may be sent in electronic form shall be, if sent in electronic form, deemed to have been given at the expiration of 24 hours after the time it was sent. Proof that a notice contained in electronic form was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.'

By order of the Board

**AMBA Secretaries Limited**

*Company Secretary*

10 July 2020

*Registered Office*

85 Great Portland Street

First Floor

London

W1W 7LT

## NOTES:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the AGM (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company no later than midday on the day that is two business days before the time for holding the meeting or any adjournment of it. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting. References in these Notes to 'attend' should however be construed in light of the COVID-19 restrictions, as summarised in the Notice of AGM, which will restrict physical attendance at the AGM in this case.

2. Only holders of ordinary shares are entitled to attend and vote at this meeting.

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the AGM. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. A proxy need not be a member of the Company. **In light of the COVID-19 restrictions, all shareholders are strongly encouraged and requested to only appoint the Chairman as their proxy or representative as any other persons so appointed may not be permitted to attend the AGM.**

You will not have received a hard copy proxy form for the 2020 AGM in the post. You can instead submit your proxy vote electronically by accessing the shareholder portal at [www.signalshares.com](http://www.signalshares.com), logging in and selecting the 'Vote Online Now' link. You will require your username and password in order to log in and vote. If you have forgotten your username or password you can request a reminder via the shareholder portal. If you have not previously registered to use the portal you will require your investor code ('IVC') which can be found on your share certificate. Proxy votes should be submitted as early as possible and in any event, no later than 48 hours before the time for the holding of the meeting or any adjournment of it. You may request a hard copy proxy form directly from the Registrars, Link Asset Services by emailing [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or by post at Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. To be valid, any hard copy proxy form must be received by post or (during normal business hours only) by hand at the Company's registrars, Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 48 hours before the time for the holding of the meeting or any adjournment of it.

If you are a CREST member, see note 3 below.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so. However, shareholders are reminded that this AGM will be held as a closed meeting and therefore shareholders will not be able to attend.

3. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the provisions of the Company's articles of association. 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 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 and Ireland Limited's ("**Euroclear**") 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 a proxy or 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 issuer's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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 provider(s) 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.

4. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. As with proxies, it will not be possible for corporate representatives of shareholders to attend the AGM in light of the COVID-19 restrictions.

5. Any member attending the AGM (subject to the restrictions on attendance) has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.
6. As at 10 July 2020 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 711,717,587 ordinary shares of 0.25p each, carrying one vote each. No shares are held in treasury. Therefore, the total voting rights in the Company as at that date are 711,717,587
7. You may not use any electronic address (within the meaning of section 333(4) of the 2006 Act) provided in this Notice of Meeting (or in any related documents including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

**EXPLANATORY NOTES:**

8. Resolution 1. At the AGM, the Directors will present the annual accounts, together with the Directors' reports, Strategic report and the Auditor's report on the accounts, to the shareholders for the financial year ended 31 December 2019.
9. Resolution 2. This resolution concerns the re-appointment of Crowe U.K. LLP as the Auditor until the conclusion of the next general meeting at which accounts are laid, that is, the next AGM.
10. Resolution 3. This resolution authorises the Directors to fix the Auditor's remuneration.
11. Resolution 4. This resolution is to approve the re-election of James Parsons as a Director of the Company. The re-election is in accordance with the requirements of retirement by rotation as required under Article 70 of the Company's Articles of Association.
12. Resolution 5. This resolution deals with the Directors' annual authority to allot Relevant Securities in accordance with section 551 of the 2006 Act. If passed, the resolution will authorise the Directors to allot ordinary shares or to grant rights to subscribe for or to convert any security into shares up to a maximum nominal amount of £1,779,293 which represents approximately one hundred per cent. of the Company's issued share capital as at 10 July 2020 (being the latest practicable date prior to publication of this document). The power granted by this resolution will expire on the conclusion of next year's AGM or, if earlier, on 30 June 2021.
13. Resolution 6. This resolution 6 will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 5, to allot equity securities (as defined by section 560(1) of the 2006 Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £1,779,293 which represents approximately one hundred per cent. of the Company's issued share capital as at 10 July 2020 (being the latest practicable date prior to publication of this document). The power granted by this resolution will expire on the conclusion of next year's AGM or, if earlier, on 30 June 2021.
14. Resolution 7. This resolution will, if passed, deem that a notice or other document addressed to a member at an address to which notices may be sent in electronic form shall, if sent in electronic form, have been given at the expiration of 24 hours after the time it was sent. Proof that a notice contained in electronic form was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

A copy of the updated Articles can be found on the Company's website. Should shareholders require a hard copy please request a copy from the Company at [info@echoenergyplc.com](mailto:info@echoenergyplc.com)

