
Notice of Meeting

NOTICE is hereby given that the 74th Annual General Meeting of ELECO plc (the "Company") will be held at the London Capital Club, 15 Abchurch Lane, London EC4N 7BB on 30 June 2014 at 12.00 noon for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions numbered 1 to 4 will be proposed as Ordinary Resolutions and Resolutions numbered 5 and 6 will be proposed as Special Resolutions.

Ordinary business

1. To receive the financial statements for the year ended 31 December 2013, together with the reports of the Directors and Auditors.
2. To re-elect Jonathan Edwards, who retires by rotation, as a Director of the Company.
3. To re-appoint Grant Thornton UK LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

Special business

4. Authority to allot shares

That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") to allot:

(a) shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,629,046.60; and in addition

(b) equity securities of the Company (within the meaning of Section 560 of the Act) in connection with an offer of such securities by way of a rights issue (as defined below) up to an aggregate nominal amount of £2,629,046.60,

provided that this authority shall expire on the conclusion of the next Annual General Meeting of the Company but so that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

"Rights issue" means an offer of equity securities to holders of ordinary shares in the capital of the Company on the register on a record date fixed by the Directors in proportion as nearly as may be to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.

5. Disapplication of pre-emption rights

That subject to and conditional on the passing of Resolution 4, the Directors be empowered, pursuant to Section 570 of the Act, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 4 and as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) in connection with an offer of such securities by way of a rights issue (as defined above); and

(b) otherwise than pursuant to paragraph 5(a) above up to an aggregate nominal amount of £386,624.50 and shall expire at the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, 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 any such offer or agreement as if this power had not expired.

This power applies in relation to a sale of treasury shares as if all references in this resolution to an allotment included any such sale and in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolutions" were omitted in relation to such sale.

Notice of Meeting continued

Special business continued

6. Purchase of the Company's own shares

That subject to and in accordance with the Company's Articles of Association, the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of equity securities of the Company up to an aggregate nominal amount of £773,249 at a price per share (exclusive of expenses) of not less than 10p and not more than 105% of the average of the middle market quotations for such equity securities as derived from the London Stock Exchange Daily Official List for the five dealing days immediately preceding the date on which the equity securities are contracted to be purchased, provided that this authority shall expire at the conclusion of the next Annual General Meeting provided that the Company may purchase, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

By order of the Board

Ivor A Barton
Group Company Secretary
5 June 2014

Registered Office:
ELECO plc
66 Clifton Street
London EC2A 4HB

Notes:

1. A member entitled to attend, speak and vote at the Annual General Meeting may appoint one or more proxies (who need not be members of the Company) to exercise these rights instead of him. A proxy form is enclosed. A member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares. To be effective, an instrument appointing a proxy must be returned so as to reach the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 12.00 noon on 26 June 2014. The appointment of a proxy will not preclude a member from attending and/or voting at the meeting should he subsequently decide to do so.
 2. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00pm on the day which is two working days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
 3. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) no later than 12.00 noon on 26 June 2014. For this purpose, the time of receipt will be taken to be the same (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as valid a proxy appointment sent by CREST 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.
 5. Copies of contracts of service and letters of appointment between the Directors and the Company will be available for inspection at the Registered Office of the Company during normal business hours until the conclusion of the Annual General Meeting and at the place of the meeting for at least 15 minutes prior to the Annual General Meeting until its conclusion.
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