

THIS DOCUMENT AND THE ACCOMPANYING NOTICE OF AGM AND FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the Company's Annual General Meeting to be held on Wednesday, 27 May 2016 at 10.00am. If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos 1 to 3) or the Investment Intermediaries Act, 1995, if you are resident in Ireland or who is authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom (or, if you are resident outside the United Kingdom, an appropriately qualified independent financial adviser). If you have sold or transferred all of your shares in Escher Group Holdings plc please forward this document, together with the accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**Annual General Meeting
Friday 27 May 2016**

**111 St Stephen's Green
Dublin 2**

Notice of the Annual General Meeting of Escher Group Holdings plc to be held at Escher Group Holdings plc, 111 St Stephen's Green, Dublin 2, Ireland, on Friday, 27 May 2016 at 10.00 a.m., is set out in this document, accompanied by a Form of Proxy for use in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be completed and returned to or lodged at the Company's registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (if delivered by post) or to Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 (if delivered by hand) not later than 10.00 a.m. on 25 May 2016.

20 April 2016

Chairman's letter to shareholders

Dear shareholder

The Annual General Meeting ("**AGM**") of Escher Group Holdings plc ("**Company**") is to be held on Friday, 27 May 2016, at Escher Group Holdings plc, 111 St Stephens Green, Dublin 2. The AGM will commence at 10.00 am.

I would draw your attention to the enclosed documents:

- AGM Notice on pages 4 to 7 of this document;
- Proxy Form which can be completed and returned by you to the address stated; and
- Annual Report and Financial Statements for year ended 31 December 2015 ("**2015 Annual Report and Accounts**").

This letter explains below the items of business to be transacted at the AGM. There are three items of ordinary business and four items of special business to be transacted at the AGM as per the resolutions set out below ("**Resolutions**").

Summary of the Resolutions:

BUSINESS

Resolution 1: Company's Accounts and the Reports of the Directors and the Auditors

Resolution 1 is asking shareholders to consider the Company's accounts and the reports of the Company's directors ("**Directors**") and the Company's auditors ("**Auditors**") for the year ended 31 December 2015 and a review of the affairs of the Company.

Resolution 2: Re-election of Directors

Resolution 2 is asking shareholders to re-elect certain Directors. The Company's articles of association require that the number that is less than and nearest to one third of the Directors shall retire by rotation at the annual general meeting in every year. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. Bernard Somers and Fionnuala Higgins have put themselves forward for re-election in this regard. Full biographical details of all Directors are found on pages 10 and 11 of the 2015 Annual Report and Accounts.

The board of directors ("**Board**") is satisfied that all the Directors proposed for re-election continue to perform effectively and to demonstrate commitment to their respective roles.

Resolution 3: Auditors Re-appointment and Remuneration

Resolution 3 is asking shareholders to authorise the Directors to approve the re-appointment and to fix the remuneration of the Auditors.

Resolution 4: General Authority to Allot Shares

Resolution 4 is asking shareholders to grant the Directors a general authority under Chapter 3 of the Companies Act 2014, Section 1021 of the Companies Act 2014, until the next AGM of the Company (to be held in 2017) to allot securities up to an aggregate nominal value of approximately 33.33% of the existing issued Ordinary Share capital as at the date of this Notice of AGM. This Resolution, which is in line with Association of British Insurers Guidelines ("**ABI Guidelines**"), is proposed as an ordinary resolution.

Resolution 5: Disapplication of Pre-Emption Provisions

Resolution 5 is asking shareholders to grant the Directors authority to allot equity securities for cash without the need to comply with the statutory pre-emption provisions of Sections 1022 and 1023 of the Companies Act 2014, Section 1022 (i) of the Companies Act 2014. The disapplication of the statutory pre-emption provisions will be limited to (a) the allotment of equity securities in connection with a rights issue in favour of shareholders, (b) the allotment of equity securities up to an aggregate nominal value of 7.5% of the Company's existing issued Ordinary share capital as at the date of this Notice of AGM and (c) the allotment of equity securities issued under the Company's share option plan for employees. This Resolution, which is in line with ABI Guidelines, is proposed as a special resolution.

Resolution 6: Share Buy Back Provisions

Resolution 6 is asking shareholders to authorise the Company to make market purchases (as defined by Chapter 5 of the Companies Act 2014, Section 1078 of the Companies Act 2014) of up to 10% of its Ordinary shares, par value of €0.005 each in the Company, on such terms and conditions and in such manner as the Directors may determine from time to time, but subject to the provisions of the Companies Act 2014, and to certain pricing provisions set out in this Resolution.

Resolution 7: Re-issue of Treasury shares

Resolution 7 is asking shareholders to authorise the Company to re-issue treasury shares bought by the Company pursuant to Resolution 6 above on such terms and conditions and in such manner as the Directors may determine from time to time, but subject to the provisions of the Companies Act 2014 and to certain pricing provisions set out in this Resolution.

Recommendation

The Board recommends voting in favour of all the resolutions proposed as, in the Board's opinion, all Resolutions are in the best interests of shareholders.

We look forward to seeing you at the AGM. If you are not able to come to the AGM in person, your vote is still important to us and I would urge you to register your proxy appointment.

Yours sincerely

A handwritten signature in black ink, appearing to read "Bernard Somers". The signature is written in a cursive, flowing style.

Bernard Somers
Chairman

Notice of Meeting
of
Escher Group Holdings plc

Notice is hereby given that the Annual General Meeting ("**AGM**") of Escher Group Holdings plc (the "**Company**") will be held in Escher Group Holdings plc, 11 St. Stephen's Green, Dublin 2 at 10.00 on Friday, 27th May, 2016 for the purpose of considering and, if thought fit, passing the following resolutions:

Business

To consider and, if thought fit, to pass the following resolutions ("**Resolutions**"):

- 1) To consider the Company's Accounts, the Reports of the directors of the Company ("**Directors**") and the Company's auditors ("**Auditors**") for the year ended 31 December 2015, and a review of the affairs of the Company.
- 2) To re-elect as Directors of the Company ("**Directors**") the following persons:
 - 2(a) Bernard Somers as a Director.
 - 2(b) Fionnuala Higgins as a Director.
- 3) Resolution 3 is asking the shareholders to approve the re-appointment of PriceWaterhouseCoopers as the Company's statutory auditors for the period ending at the end of the next annual general meeting of the Company, and to authorise of the Directors to fix the remuneration of the Auditors.
- 4) "That the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of Escher Group Holdings plc ("**Company**") to allot relevant securities (as defined for the purposes of Section 1021 of the Companies Act 2014 up to an aggregate nominal amount of €31,155. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2017) unless previously renewed, varied or revoked by the Company in general meeting save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."
- 5) "That the Directors be empowered pursuant to Chapter 3 of the Companies Act 2014, Section 1021 of the Companies Act 2014, to allot equity securities (within the meaning of Section 1022 of the Companies Act 2014) for cash pursuant to the authority conferred on the Directors under Chapter 3 of the Companies Act 2014, Section 1021 of the Companies Act 2014, by Resolution 4 above as if Section 1022 of the Companies Act 2014, did not apply to any such allotment, provided that this power shall be limited to:
 - a) the allotment of equity securities in connection with a rights issue in favour of shareholders where in so far as is reasonably practicable the equity securities allotted to each shareholder is proportionate to the respective numbers of shares held by them;
 - b) the allotment (otherwise than in pursuance of sub-paragraph (a) above of this resolution) of equity securities up to an aggregate nominal value of €7,010; and
 - c) the allotment of equity securities issued under the Company's share option plan for employees.

The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of Escher Group Holdings plc ("Company") (to be held in 2017) unless previously renewed, varied or revoked by the Company in general meeting save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

- 6) "That Escher Group Holdings plc ("Company") and/or any subsidiary of the Company (for the purposes of this Resolution, "subsidiary" has the meaning given by Chapter 5 of the Companies Act 2014, Section 7 of the Companies Act 2014) is hereby generally authorised to make market purchases (as defined by Chapter 5 of the Companies Act 2014, Section 1072 of the Companies Act 2014) of ordinary shares, par value of €0.005 ("Ordinary Shares") each in the Company, on such terms and conditions and in such manner as the Directors may determine from time to time, but subject to the provisions of the Companies Act 2014, and to the following provisions:
 - a) the maximum number of Ordinary Shares authorised to be acquired by the Company and/or any subsidiary of the Company pursuant to this resolution shall not exceed 1,869,274 Ordinary Shares;
 - b) the maximum price, exclusive of expenses, which may be paid for an Ordinary Share shall be the higher of:
 - i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List ("LSE Daily List")) for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - ii) the higher of the price of the last independent trade and the highest current independent bid on the LSE Daily List at the time the purchase is carried out;
 - c) the minimum price, exclusive of expenses, which may be paid for an Ordinary Share shall be the nominal value for an Ordinary Share (as derived from the LSE Daily List) for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
 - d) this general authority is to expire on the date that is 18 months from the date of the passing of this Resolution unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Chapter 5, Section 1074 of the Companies Act 2014. The Company and any such subsidiary may, before such expiration, enter into a contract for the purchase of Ordinary Shares which would or might be executed wholly or partly after such expiration and may complete any such contract as if the authority conferred hereby had not expired."

- 7) "That for the purposes of Chapter 5 of the Companies Act 2014, Section 1078 of the Companies Act 2014, the reissue price range at which any ordinary shares, par value of €0.005 each ("Ordinary Shares") in Escher Group Holdings plc ("Company") that the Company holds as treasury shares (as defined by Section 106 of the Companies Act 2014, and for the purposes of this Resolution, "Treasury Ordinary Shares") may be issued off-market shall be as follows:
 - a) The maximum price at which a Treasury Ordinary Share may be reissued off-market shall be an amount equal to 105% of the middle market quotation for an Ordinary Share (as derived from the London Stock Exchange Daily Official List ("LSE Daily List")) on the business day immediately preceding the day on which the relevant Ordinary Share is reissued by the Company as a Treasury Ordinary Share;

 - b) The minimum price at which a Treasury Ordinary Share may be reissued off-market shall be an amount equal to not less than 90% of the middle market quotation for an Ordinary

Share (as derived from the LSE Daily List) on the business day immediately preceding the day on which the relevant Ordinary Share is reissued by the Company; and

- c) The reissue price range as determined by paragraphs (a) and (b) shall expire on the date that is 18 months from the date of the passing of this Resolution unless previously varied, revoked, or renewed in accordance with the provisions of Section 1078 of the Companies Act 2014."

By order of the Board.

A handwritten signature in black ink, appearing to read 'Willie Duggan', written over a light grey rectangular background.

Willie Duggan
Company Secretary

Registered Office
Escher Group Holdings plc
111 St Stephen's Green
Dublin 2

Notes:

1. Any shareholder entitled to attend and vote at the AGM may appoint a proxy to attend, speak, and vote on his/her behalf in accordance with the procedures set out in this Notice of Meeting and the form of proxy.
2. A proxy need not be a shareholder of the Company but must attend the AGM or any adjournment thereof in person to represent you.
3. A form of proxy is enclosed with this Notice of Meeting. To be valid, the proxy must be duly completed and executed, and any authority under which it is executed or a copy of such authority (or the information contained therein) either certified notarially or in some other way authenticated in a manner approved by the Directors, and must be delivered to or lodged at the Company's registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland or to Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 (if delivered by hand) not less than 48 hours before the time fixed for the holding of the AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as appointed for the AGM or any adjournment thereof) for the taking of the poll at which it is to be used.
4. If the appointer is an individual, this form of proxy must be signed by the member or his/her attorney. If the appointer is a corporation, this form of proxy must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
5. In the case of joint shareholders, the signature of any one holder will be sufficient but the names of all the joint shareholders should be stated. The vote of the senior shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the name stands in the register of members in respect of the joint shareholding.
6. The completion and return of the form of proxy will not preclude a member from attending the AGM or any adjournment thereof and voting in person.
7. On any other business which may properly come before the AGM or any adjournment thereof and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the meeting) not specified in this Notice of Meeting or the form of proxy, the proxy will act at his/her discretion.
8. There will be available for inspection by shareholders at 111 St Stephen's Green, Dublin 2, during usual business hours from the date of this Notice of Meeting until the conclusion of the AGM, copies of contracts of service of Directors with the Company, or any of its subsidiaries and a copy of the Company's share option plan for employees.
9. The registers required to be maintained by the Company under Part 5, Chapter 5 and Section 1061 of the Companies Act 2014 shall be available for inspection to any person attending the AGM for fifteen minutes prior to and until the conclusion of the AGM.