



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your shares in Luceco plc (the Company), please send this document as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding, you should retain these documents.

LUCECO PLC

(Incorporated in England and Wales with registered no. 05254883)

NOTICE OF GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter from the Chairman which is set out on page 3 of this document and the recommendation in respect of the Resolution to be proposed at the General Meeting referred to below.

Notice of a general meeting of Luceco plc to be held at 10.30 a.m. on Friday 1 March 2019 at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 6AF set out on page 8 of this document. Details of the action you are recommended to take are set out on page 3 of this document. Whether or not you plan to attend the General Meeting, please either complete your proxy vote online at www.signalshares.com by no later than 10.30 a.m. on Wednesday 27 February 2019 (or, in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting) or alternatively, if you hold Ordinary Shares in uncertificated form, you may also appoint a proxy by completing and transmitting a CREST proxy instruction in accordance with the procedures set out in the CREST Manual ensuring that it is received by Link Asset Services by no later than 10.30 a.m. on Wednesday 27 February 2019 (or in the case of any adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Submitting a proxy vote online or using the CREST electronic proxy appointment service will not prevent you from attending, speaking and voting at the General Meeting, or at any adjournment of such meeting, in person should you wish to do so.

The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representation must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	TIME AND DATE
Publication of this document	11 February 2019
Latest time for receipt of individual Forms of Proxy for General Meeting	10.30 a.m. on 27 February 2019
Voting record date	5.30 p.m. on 27 February 2019
General Meeting	10.30 a.m. on 1 March 2019

Future times and dates are indicative only and are subject to change by the Company. If the expected timetable of events changes from the above, the Company will release an announcement to this effect.

References to time in this document are to London time.

PART I — LETTER FROM THE CHAIRMAN

(Incorporated in England and Wales, with registered no. 05254883)

Directors:

Giles Brand (Non-Executive Chairman)
 John Hornby (Chief Executive Officer)
 Matt Webb (Chief Financial Officer)
 John Barton (Non-Executive Director)
 Caroline Brown (Non-Executive Director)
 Tim Surrridge (Non-Executive Director)

Registered Office:

Building E
 Stafford Park 1
 Stafford Park
 Telford Shropshire
 TF3 3BD

11 February 2019

Dear Shareholder,

Notice of General Meeting

1. INTRODUCTION

The Board has become aware of a technical issue in respect of the payment of the final dividend of 0.3 pence per Ordinary Share in respect of the year ended 31 December 2016, which was paid on 2 June 2017 (the **Distribution**).

The Act provides that a public company may pay a dividend out of its distributable profits as shown in the last accounts circulated to members or, if interim accounts are used, those that have been filed at Companies House. The requirement for the relevant accounts to have been filed applies even if the Company in question has sufficient distributable profits at the relevant time.

The Company has always filed its statutory accounts on time in accordance with the requirements of the Act, and at all times had sufficient profits and other distributable reserves to pay the Distribution as shown by the accounts at the relevant time. However, the Company did not file interim accounts at Companies House to satisfy the procedural requirements of the Act before making the Distribution. Therefore, regrettably, the Distribution was made otherwise than in accordance with the Act.

The purpose of this document is to convene a General Meeting to propose the Resolution, which will, if passed, give the Board authority to enter the deeds of release described in Part II of this document and put all potentially affected parties so far as possible in the position in which they were always intended to be had the Distribution been made in accordance with the procedural requirements of the Act regarding the filing of interim accounts.

The Company has been advised that, as a consequence of the Distribution having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the Distribution and against persons who were directors of the Company at the time of payment of the Distribution. It is therefore proposed that the Company enter into the Shareholders' Deed of Release and the Directors' Deed of Release. The consequence of the entry into these deeds by the Company is that the Company will be unable to make any claims against:

- (a) past and present shareholders of the Company who were recipients of the Distribution; and
- (b) the Directors and the Former Director,

in each case in respect of the payment of the Distribution otherwise than in accordance with the Act.

Further details and an explanation of the business of the General Meeting are set out in Part II of this document.

2. NOTICE OF GENERAL MEETING

Enclosed with this letter is a notice of General Meeting of the Company which will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF at 10.30 a.m. on Friday 1 March 2019. The Notice can be found in Part V of this document.

You are advised to read the whole of this document, including the Notice, and not to rely solely on the information contained in this letter.

3. PROXY VOTING

Whether or not you will be attending the General Meeting, I would urge you to complete your proxy vote as soon as possible and, in any event, by no later than 10.30 a.m. on Wednesday 27 February 2019. To vote, you can register your proxy electronically by going to www.signalshares.com and following the online instructions. Further details are given in the notes to the Notice set out on pages 9 and 10 of this document. Completion of the Proxy will not preclude shareholders from attending and voting in person at the General Meeting, should they so wish. The attention of corporate shareholders wishing to appoint more than one corporate representative is drawn to note 10 to the Notice set out on page 10 of this document.

This letter is also being sent to those who have been nominated to receive information rights under section 146 of the Act who do not themselves have a right to appoint a proxy or proxies. The attention of such nominated persons is drawn to note 11 to the Notice set out on page 10 of this document.

4. RECOMMENDATION

The Directors consider the Resolution to be in the best interests of shareholders and recommend that all shareholders vote in favour of it as they intend to in respect of their own shareholdings, which amount to 42,098,558 Ordinary Shares in aggregate representing approximately 26.18 per cent. of the Company's existing ordinary share capital.

In accordance with current best practice and to ensure voting accurately reflects the views of shareholders, it will be proposed at the General Meeting that voting on the Resolution will be conducted by poll vote rather than by a show of hands and the relevant procedures will be explained at the meeting.

The Board has taken steps to ensure that, in future, the issues referred to in this document do not arise in relation to the payment of dividends. We are grateful for shareholders' understanding in respect of the issues set out in this document.

On behalf of the Board, thank you for your continued support of the Company.

Yours sincerely

GILES BRAND

Chairman

PART II — BUSINESS OF THE GENERAL MEETING

1. THE DISTRIBUTION

The Board has become aware of a technical issue in respect of the Company's procedures for the payment of the final dividend in respect of the financial year ended 31 December 2016. This issue, which is described in Part I of this document, resulted in the Distribution being made otherwise than in accordance with the Act.

These issues only affected the Distribution and did not affect any other distributions made by the Company.

2. THE CONSEQUENCES OF DISTRIBUTION HAVING BEEN MADE OTHERWISE THAN IN ACCORDANCE WITH THE ACT

The Company has been advised that, as a consequence of the Distribution having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the Distribution and against persons who were directors of the Company at the time of payment of the Distribution.

The Board notes, however, that the Company has no intention of bringing any such claims. The Company has been independently advised by CMS Cameron McKenna Nabarro Olswang LLP.

3. SHAREHOLDER RESOLUTION

In order to remedy the potential consequences of the Distribution having been made otherwise than in accordance with the Act and to put all potentially affected parties so far as possible in the position in which they were always intended to be had the Distribution been made in accordance with the requirements of the Act, the Company is proposing the Resolution, the full text of which is set out in the Notice in Part V of this document.

If passed, the effect of the Resolution, which will be proposed as a special resolution, will be to:

- authorise the appropriation of the distributable profits of the Company to the payment of the Distribution and together having a total value of £482,400;
- waive any and all claims which the Company has or may have in respect of the payment of the Distribution against its shareholders who appeared on the register of shareholders on the relevant record date for the Distribution (or the personal representatives and their successors in title of the estate of any deceased shareholders), such waiver to be effected by way of the entry by the Company into the Shareholders' Deed of Release; and
- waive any and all claims which the Company may have against its Directors and the Former Director and the personal representatives (and their successors in title) of the estate of any deceased Directors and the Former Director, such waiver to be effected by way of the entry by the Company into the Directors' Deed of Release.

The approach that the Company is proposing by way of the Resolution is consistent with the approach taken by other UK incorporated companies whose shares are admitted to the UK Listing Authority's Official List and to trading on the Main Market of the London Stock Exchange and that have also made corporate distributions otherwise than in accordance with the Act, having failed to comply with the procedural requirement to file interim accounts specifically prepared for the purposes of the payment of a dividend or other distributions.

4. THE AUTHORISATION OF THE APPROPRIATION OF THE COMPANY'S DISTRIBUTABLE PROFITS AND THE SHAREHOLDERS' DEED OF RELEASE

The approach that the Company is proposing involves the authorisation of the appropriation of the distributable profits of the Company to the payment of the Distribution. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by shareholders.

The Company has been advised that it is also preferable for shareholders to approve the Company's entry into the Shareholders' Deed of Release, since the release of those past and present shareholders who appeared on the register of members on the record date of the Distribution (or their personal representatives (and their successors in title) if they are deceased) from any and all claims which the Company has or may have in respect of the payment of the Distribution will, insofar as those persons remain shareholders of the Company, comprise a shareholder distribution.

The proposed authorisation of the appropriation of the Company's distributable profits to the payment of the Distribution and the entry by the Company into the Shareholders' Deed of Release will not, however, have any effect on the Company's financial position. This is because the aggregate amount of the Distribution is equal to and offset by the release of each Recipient Shareholder from the liability to repay the amount already paid, and the Company will not be required to make any further payments to shareholders in respect of the Distribution.

In addition, the Company has not recorded or disclosed the potential right to make claims against Recipient Shareholders as an asset or a contingent asset in its financial statements. Under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Recipient Shareholders is uncertain (and, in any case, incapable of reliable estimation) on the basis that it may be possible for the Recipient Shareholders to establish defences to any such claims and there can be no certainty as to the amounts which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The directors of the Company have concluded that any inflow of economic benefits as a result of such claims is less than probable.

Accordingly, the Company's entry into the Shareholders' Deed of Release will not result in any decrease in the Company's net assets or the level of its distributable reserves.

5. THE DIRECTORS' DEED OF RELEASE

Under the Company's articles of association, it is necessary for shareholders to approve the Company's waiver of any rights of the Company to make claims against the Directors, the Former Director and the personal representatives (and their successors in title) of any deceased Directors or the Former Director in respect of the Distribution, since the Board would itself have a potential conflict of interest in approving such a waiver. This is because the members of the Board are named as beneficiaries of the waiver.

The entry by the Company into the Directors' Deed of Release will not have any effect on the Company's financial position because, as with the position in relation to the Distribution and potential claims against past and present shareholders, the Company has not recorded or disclosed its right potentially to make claims against past and present directors in respect of the Distribution as an asset or contingent asset of the Company.

Again, under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against past and present directors is uncertain (and, in any case, incapable of reliable estimation) on the basis that past and present directors would be entitled to seek the court's relief against such claims and there can be no certainty as to the amounts (if any) which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The directors of the Company have concluded that any inflow of economic benefits as a result of such claims is less than probable.

Therefore, the Company's entry into the Directors' Deed of Release does not involve the disposition of any recognised asset or contingent asset by the Company in favour of past or present directors. It will constitute a smaller related party transaction within Listing Rule 11.1.10R.

6. THE TAX POSITION OF UK SHAREHOLDERS

The Company has sought independent tax advice regarding the payment of the Distribution and the steps that are now proposed to address the position. This has confirmed that the tax position of UK shareholders should not be affected by any procedural irregularity in the Distribution. Therefore, based on the Company's current understanding, the passing of the Resolution should have no effect on the UK tax position of such persons.

If any UK resident shareholder has any doubts about his or her tax position, he or she should consult with an independent professional adviser.

7. OTHER INFORMATION

The share capital of the Company as at Friday 8 February 2019 (being the latest practicable date before the publication of this document) comprises 160,800,000 Ordinary Shares.

For information, as at Friday 8 February 2019 (being the latest practicable date before the publication of this document), options to subscribe for shares in respect of a maximum 3,616,317 Ordinary Shares in the Company were outstanding which, if exercised, would represent approximately 2.25 per cent. of the Company's issued ordinary share capital at the relevant date.

Copies of the final forms of the Shareholders' Deed of Release and the Directors' Deed of Release (which will, if approved by the passing of the Resolution, be executed by the Company) are at the end of this document and available on the Company's website <https://www.luceco.com/investors-shareholder-information/company-meetings> and in hard copy during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company and at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF up to the time of the General Meeting. Copies will also be available at the place of the General Meeting until the conclusion of the General Meeting.

PART III — ADDITIONAL INFORMATION

1. THE COMPANY

The Company was incorporated and registered in England and Wales on 11 October 2004 with registered number 05254883 as a private company limited by shares under the name Hamsard 2772 Limited.

On 9 June 2005, the Company changed its name to Nexus Industries Holdings Limited, on 25 May 2016 the Company changes its name to Luceco Limited and on 12 October 2016 the Company became a public company limited by shares changed its name to Luceco plc.

The Company's registered office is Building E Stafford Park 1, Stafford Park, Telford, Shropshire, TF3 3BD (tel. 020 3128 8100). The principal legislation under which the Company operates is the laws of England and Wales.

2. DIRECTORS' AND FORMER DIRECTOR INTERESTS

The interests of the Directors and the Former Director who are related parties in the Ordinary Shares as at Friday 8 February 2019 (being the latest practicable date before the date of this document) are as follows:

2.1 Directors' and Former Director shareholdings:

Name	Number of Ordinary Shares ⁽¹⁾	Percentage of voting rights ⁽²⁾
Giles Brand	9,466,919	5.89%
John Hornby	32,396,514	20.15%
Matt Webb	166,088	0.1%
John Barton	100,000	0.06%
Caroline Brown	0	—
Tim Surridge	69,231	0.04%
David Main	72,665	0.05%

1. Including shares held by connected persons.

2. On the basis that the total number of voting rights as at 8 February 2019 (being the latest practicable date before the publication of this document) is 160,800,000.

2.2 Directors' and Former Director interests under the 2017 Performance Share Plan

Board Directors	Role	Form of award	Number of shares awarded	Face value of award	Percentage vesting for achieving minimum performance
John Hornby	Chief Executive	Nil cost option	145,331	£350,000	25%
Matt Webb	Chief Financial Officer	Nil cost option	1,127,270	£450,000	25%

The awards will vest subject to the satisfaction of performance conditions measuring the Group's earnings per share ("EPS") and total shareholder return ("TSR") performance. The extent to which awards will vest will depend on the extent to which the performance conditions are satisfied over the performance period, which runs from 1 January 2017 to 31 December 2019 for John Hornby and 1 January 2018 to 31 December 2020 for Matt Webb. No consideration was paid for any of the awards.

3. MAJOR SHAREHOLDERS

In so far as is known to the Company, as at 8 February 2019 (being the latest practicable date before the publication of this document), the following persons were interested, directly or indirectly, in three per cent. or more of the voting rights attaching to the Ordinary Shares:

Name	Number of Ordinary Shares at date of notification	Percentage of voting rights ⁽¹⁾	Date of notification
EPIC Investments LLP	44,064,372	27.40	1 August 2018
John Hornby	32,396,514	20.15	1 August 2018
Giles Brand	9,466,919	5.89	1 August 2018
Prudential Plc Group of Companies	7,625,000	4.74	15 May 2018
Columbia Threadneedle Investments	6,212,996	3.86	27 April 2018

1. On the basis that the total number of voting rights as at 8 February 2019 (being the latest practicable date before the publication of this document) is 160,800,000.

PART IV — DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

Act means the Companies Act 2006;

Board or Directors means the board of directors of the Company;

Company means Luceco plc;

CREST means the paperless settlement procedure operated by Euroclear enabling system securities to be evidenced otherwise than by certificates and transferred otherwise than by written instrument;

CREST Manual means the rules governing the operation of CREST as published by Euroclear;

Directors' Deed of Release means a deed of release by which the Company waives any rights to make claims against the Former Director and current Directors in respect of the Distribution;

Distribution means the final dividend of 0.3 pence per Ordinary Share in respect of the financial year ended 31 December 2016, which was paid on 2 June 2017;

Executive Directors means the executive directors of the Company, being John Hornby and Matt Webb;

Proxy means the form of proxy for use by shareholders in connection with the General Meeting;

Former Director means David Main;

General Meeting means the general meeting of the Company, to be held at 10.30 a.m. on Friday 1 March 2019 at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF, or any adjournment thereof, notice of which is set out in Part V of this document;

IFRS means the International Financial Reporting Standards promulgated by the International Accounting Standards Board (which includes standards and interpretations approved by the International Accounting Standards Board and International Accounting Standards issued under previous constitutions), together with its pronouncements thereon from time to time, as adopted by the European Union;

Luceco Group means Luceco plc and each of its subsidiaries and subsidiary undertakings;

Non-Executive Directors means the non-executive directors of the Company, being Giles Brand, John Barton, Caroline Brown and Tim Surridge;

Notice means the Notice of General Meeting set out in Part V of this document;

Ordinary Shares means ordinary shares of 0.05 pence each in the capital of the Company;

Recipient Shareholder means a shareholder of the Company who has received the Distribution;

Resolution means the resolution to be proposed at the General Meeting, the full text of which is set out in the notice of General Meeting set out in Part V of this document; and

Shareholders' Deed of Release means a deed of release in favour of all shareholders who appeared on the register of members on the record date for the Distribution from any and all claims which the Company has or may have in respect of the payment of the Distribution.

PART V — NOTICE OF GENERAL MEETING

LUCECO PLC

Notice is given that a general meeting of Luceco plc (the **Company**) will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF on Friday 1 March 2019 at 10.30 a.m. to consider and, if thought fit, pass the following resolution as a special resolution (requiring a 75 per cent. majority). Voting on this resolution will be by way of poll.

SPECIAL BUSINESS

1. THAT:

- 1.1 The appropriations of distributable profits of the Company (as shown in the interim accounts of the Company made up to 28 April 2017 and filed with the Registrar of Companies on 13 September 2017) to the payment of the ordinary final dividend of 0.3 pence per Ordinary Share paid on 2 June 2017 (the **Distribution**) having a total value of £482,400 be and are authorised, by reference to the same record date as the original accounting entries for the Distribution;
- 1.2 any and all claims which the Company has or may have arising out of or in connection with the payment of the Distribution against its shareholders who appeared on the register of shareholders on the relevant record date for the Distribution (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be waived and released, and a deed of release in favour of such shareholders (or the personal representatives and their successors in title (as appropriate) of a shareholder's estate if he or she is deceased) be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for the purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company; and
- 1.3 any and all claims which the Company has or may have against each of its Directors and the Former Director or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or the Former Director is deceased, arising out of or in connection with the approval, declaration or payment of the Distribution be waived and released and that a deed of release in favour of each of such Directors and the Former Director (or the personal representatives and their successors in title of his or her estate if such Director or the Former Director is deceased), be entered into by the Company in the form produced to the General Meeting and initialled by the Chairman for purposes of identification and any Director in the presence of a witness, any two Directors or any Director and the Company Secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company.

By order of the Board

LINK COMPANY MATTERS LIMITED

Company Secretary

Registered Office:
Building E Stafford Park 1,
Stafford Park,
Telford,
Shropshire,
TF3 3BD

11 February 2019

Registered in England and Wales No. 05254883

NOTES

- 1 Members are entitled to appoint a proxy/proxies to exercise all or any of the rights to attend, speak and vote on their behalf at the General Meeting. A proxy need not also be a shareholder of the Company and may vote on any other business which may properly come before the General Meeting. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. A person who appoints as their proxy someone other than the Chairman is responsible for ensuring that the proxy attends the General Meeting and is aware of the voting intention of the member. If no voting instruction is given, the proxy has discretion on whether and how to vote. 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, the senior holder being the first named of the joint holders to appear in the Company's share register.
- 2 To be valid, the form of proxy must be completed and lodged with Link Asset Services not later than 10.30 a.m. on Wednesday 27 February 2019 (or 48 hours before any adjourned meeting). 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. If you choose to appoint a proxy electronically, you can vote online at www.signalshares.com, you will require your Investor Code which you can find on your share certificate. Return of a completed proxy form, web proxy or any CREST proxy instruction (as described below) will not prevent a member attending the General Meeting and voting in person if he/she wishes to do so. The use by members of the electronic proxy appointment service will be governed by the terms and conditions of use which appear on the website. Electronic proxies must be completed and lodged in accordance with the instructions on the website by no later than 48 hours before the General Meeting. You may request a hard copy form of proxy from the registrars, Link Asset Services (previously called Capita) on Tel : 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales.
- 3 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so for the General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual (available via www.euroclear.com). 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.
- 4 In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (CREST proxy instruction) must be properly authenticated in accordance with Euroclear UK and Ireland's 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 instructions 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 General Meeting. For this purpose, the time of receipt shall be taken as 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.
- 5 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland 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/her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 6 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.
- 7 The Company specifies that in order to have the right to attend and vote at the General Meeting (and in accordance with the Company's articles of association and pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001) 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 at close of business on 27 February 2019 or, in the event of any adjournment, at close of business on the date which is two days before the day of the adjourned General Meeting. 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 General Meeting.
- 8 All of the Ordinary Shares carry one vote each and there are no shares held in treasury. On a vote by a show of hands every member who is present has one vote and every proxy present who has been duly appointed by a member entitled to vote has one vote. On a poll vote every member who is present in person or by proxy has one vote for every Ordinary Share they hold.
- 9 Any member attending the General Meeting has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General 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 good order of the General Meeting that the question be answered.

NOTES CONTINUED

- 10 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share. It is no longer necessary to nominate a designated corporate representative.
- 11 The right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Companies Act 2006. Persons nominated to receive information rights under that section who have been sent a copy of this Notice are informed that they may have a right under an agreement with the registered member by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for the purposes of this General Meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member on the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
- 12 The total issued share capital of the Company as at Friday 8 February 2019 (being the last practicable day before the publication of this Notice) was 160,800,000 Ordinary Shares carrying one vote each. On Friday 8 February 2019, the Company held no shares in treasury.
- 13 Copies of the final forms of the Shareholders' Deed of Release and the Directors' Deed of Release are available on the Company's website <https://www.luceco.com/investors> or in hard copy during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company and at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF up to the time of the General Meeting. Copies will also be available at the place of the General Meeting until the conclusion of the General Meeting.
- 14 The Chairman will propose that voting on the resolution at the General Meeting will be conducted by poll vote rather than by a show of hands, ensuring that every vote is recognised and giving a more accurate reflection of the views of members. The relevant procedures will be explained at the General Meeting.
- 15 The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the General Meeting, the total voting rights that members are entitled to exercise at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website <https://www.luceco.com/investors>.
- 16 Shareholders are advised that unless otherwise specified, the telephone numbers, website and email addresses set out in this Notice or proxy forms are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's General Meeting.
- 17 The results of the General Meeting will be posted on the Company's website (<https://www.luceco.com/investors>) after the General Meeting.

FORM OF SHAREHOLDERS' DEED OF RELEASE DEED POLL

THIS DEED POLL is made on _____ 2019

BY LUCECO PLC (registered number 05254883) whose registered office is at Building E Stafford Park 1, Stafford Park, Telford, Shropshire, TF3 3BD (the **Company**) in favour of the Recipient Shareholders (as defined below).

WHEREAS:

- (A) As explained in the Notice of General Meeting addressed to the shareholders of the Company dated 11 February 2019 that is appended to this deed poll (the **Notice**), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of the final dividend paid on 2 June 2017 (the **Distribution**).
- (B) The Company has been advised that, as a consequence of the Distribution having been made otherwise than in accordance with the Companies Act 2006, it may have claims against past and present shareholders who were recipients of the Distribution (or their personal representatives (and their successors in title) if they are deceased) (the **Recipient Shareholders**).
- (C) Pursuant to the Resolution set out in the GM Notice and duly passed by the Company's shareholders in a general meeting on 1 March 2019, the Company proposes to waive and release any and all claims which it has or may have in respect of the Distribution against the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1. RELEASE

The Company unconditionally and irrevocably waives and releases each of the Recipient Shareholders from any and all liability that any such Recipient Shareholder has or may have to the Company and all claims and demands the Company has or may have against each of them in connection with receipt by them of all or part of the Distribution.

2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first on page 1.

EXECUTED as a deed poll by **LUCECO PLC**

acting by, _____

a director Director

[and acting by, _____

a director / the Company Secretary [Director / Company Secretary]

[OR]

[in the presence of: _____

Witness's Signature _____

Name: _____

Address: _____

_____]

FORM OF DIRECTORS' DEED OF RELEASE DEED POLL

THIS DEED POLL is made on _____ 2019

BY LUCECO PLC (registered number 05254883) whose registered office is at Building E Stafford Park 1, Stafford Park, Telford, Shropshire, TF3 3BD (the **Company**) in favour of each of the current and certain former directors of the Company, whose names are set out in the schedule to this deed (the **Directors**) (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased).

WHEREAS:

- (A) As explained in the Notice of General Meeting addressed to the shareholders of the Company dated 11 February 2019 that is appended to this deed poll (the **Notice**), the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of the final dividend paid on 2 June 2017 (the **Distribution**).
- (B) The Company has been advised that, as a consequence of the Distribution having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased).
- (C) Pursuant to the Resolution set out in the GM Notice and duly passed by the Company's shareholders in a general meeting on 1 March 2019, the Company proposes to waive and release any and all claims which it has or may have in respect of the Distribution against each of the Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased) and wishes to enter into this deed poll in favour of the Directors and the personal representatives and their successors in title of the estate of any deceased Directors in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1. RELEASE

The Company unconditionally and irrevocably waives and releases each of the Directors or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director is deceased from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making of all or part of the Distribution.

2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first on page 1.

EXECUTED as a deed poll by **LUCECO PLC**

acting by, _____

a director _____ Director

[and acting by, _____

a director / the Company Secretary] [Director / Company Secretary]

[OR]

[in the presence of: _____

Witness's Signature _____

Name: _____

Address: _____

_____]

SCHEDULE

Current Directors

Giles Brand

John Hornby

Matt Webb

John Barton

Caroline Brown

Tim SurrIDGE

Former Director

David Main