



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.

Luceco plc

(incorporated and registered in England and Wales under number 05254883)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of Luceco plc (the "Company") to be held at the offices of Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT at 1.00pm on 25 May 2017 is set out in Part II of this circular.

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 or, alternatively, you may appoint a proxy electronically via www.capitashareportal.com by following the instructions on the website. The proxy form must be received by the Company's Registrars, Capita Asset Services, 34 Beckenham Road, Beckenham BR3 4TU as soon as possible and in any event no later than 1.00pm on 23 May 2017. Any proxy form received after this date and time will be invalid. If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction, in accordance with the procedures set out in the CREST Manual, to Capita Asset Services (ID RA10) so that it is received by no later than 1.00pm on 23 May 2017. Unless the CREST Proxy Instruction is received by this date and time, it will be invalid. The return of a proxy form or CREST Proxy Instruction will not prevent you from attending the meeting and voting in person if you wish.

PART I

Luceco plc (incorporated and registered in England and Wales under number 05254883)

Registered Office:
Building E Stafford Park 1
Stafford Park
Telford
Shropshire
TF3 3BD
21 April 2017

To the holders of shares in Luceco plc

Notice of Annual General Meeting 2017

Dear Shareholder

Details of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting ("AGM"), which we are holding at the offices of Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT on 25 May 2017 at 1.00pm.

The formal notice of AGM is set out in Part II on pages 3 to 5 of this document (the "Notice"). A copy of the Notice and the Company's annual report and accounts for the year ended 31 December 2016 can be viewed on our website at www.luceco.com/investors.

An explanation of the business to be considered at the AGM appears in Part III on pages 8 to 12 of this document. There will be an opportunity for you to raise questions at the AGM about the resolutions set out in the Notice and about the business of the Company.

Please note that in order to gain access to the building for the AGM you will need to bring with you a form of photographic identification (such as your driving licence or passport).

Recommendation

The Board of Directors of the Company (the "Board" or the "Directors") consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. The Board will be voting in favour of all the proposed resolutions and unanimously recommends that you vote in favour of them.

Yours faithfully



GILES BRAND

Chairman

PART II

Luceco plc

NOTICE OF ANNUAL GENERAL MEETING

This year's AGM will be held at the offices of Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT on 25 May 2017 at 1.00pm. You will be asked to consider and pass the following resolutions 1 to 15 (inclusive) as ordinary resolutions and resolutions 16 to 19 as special resolutions:

ORDINARY RESOLUTIONS

Resolution 1

To receive the Company's audited annual accounts for the year ended 31 December 2016 together with the reports of the Directors and Auditor thereon.

Resolution 2

To declare a final dividend of 0.3 pence per ordinary share in respect of the year ended 31 December 2016.

Resolution 3

To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) set out on pages 48 to 60 in the Annual Report for the year ended 31 December 2016.

Resolution 4

To approve the Directors' Remuneration Policy set out on pages 54 to 60 in the Annual Report for the year ended 31 December 2016.

Resolution 5

To elect Giles Brand as a Director of the Company.

Resolution 6

To elect John Hornby as a Director of the Company.

Resolution 7

To elect David Main as a Director of the Company.

Resolution 8

To elect John Barton as a Director of the Company.

Resolution 9

To elect Caroline Brown as a Director of the Company.

Resolution 10

To elect Tim Surridge as a Director of the Company.

Resolution 11

To re-appoint KPMG LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 12

To authorise the Audit Committee to determine the remuneration of the Company's Auditor.

Resolution 13

That:

- (a) in accordance with section 366 of the Companies Act 2006 (the "Act"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be authorised for the purposes of Part 14 of the Act during the period from the date of the passing of this Resolution 13 to the earlier of the conclusion of the Company's next AGM in 2018 and 30 June 2018:
 - (i) to make political donations (as defined in section 364 of the Act) to political parties (as defined in section 363 of the Act) and/or independent election candidates (as defined in section 363 of the Act);
 - (ii) to make political donations (as defined in section 364 of the Act) to political organisations other than political parties (as defined in section 363 of the Act); and
 - (iii) to incur political expenditure (as defined in section 365 of the Act),
up to any aggregate amount of £100,000, and the amount authorised under each of paragraphs (i), (ii) and (iii) shall also be limited to such amount;
- (b) all existing authorisations and approvals relating to political donations or expenditure under Part 14 of the Act are hereby revoked without prejudice to any donation made or expenditure incurred prior to the date hereof pursuant to such authorisation or approval; and
- (c) words and expressions defined for the purpose of the Act shall have the same meaning as in this resolution 13.

PART II CONTINUED

Luceco plc

Resolution 14

To approve the Luceco plc 2017 Performance Share Plan (the "Plan") in the form produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification, the principal terms of which are summarised in Schedule 1 to the Notice of AGM and to authorise the Directors to adopt the Plan and to do all such other acts and things as they may consider appropriate to implement the Plan and to establish any sub-plans based on the Plan for the benefit of employees outside the UK, modified as necessary to take account of any relevant exchange control, taxation or securities laws in the relevant jurisdiction, provided that any shares made available under such sub-plans are treated as counting against any limits on individual or overall participation in the Plan.

Resolution 15

That the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Act to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £26,800; and
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a nominal aggregate amount of £53,600 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the right of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

provided that the authority granted by this Resolution 15 shall (unless previously revoked, varied or extended by the Company in general meeting) expire on the conclusion of the next AGM of the Company to be held in 2018 or, if earlier, on 30 June 2018, save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

Resolution 16

That, subject to the passing of Resolution 15 above, but without prejudice to the exercise of any such power prior to the date of the passing of this Resolution 16, the Directors be generally empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash pursuant to the authority conferred by such Resolution 15 and to sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to such allotment or sale, provided that such power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (a) in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 15, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever; and
- (b) in the case of the authority granted under paragraph (a) of Resolution 15 and/or in the case of any sale of treasury shares, (and otherwise than under paragraph (a) of Resolution 16) up to an aggregate nominal value equal to £4,020,

provided that such power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire on the conclusion of the next AGM of the Company to be held in 2018 or, if earlier, on 30 June 2018, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Resolution 17

That, subject to the passing of Resolutions 15 and 16 above, the Board be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in Section 560(1) of the Act) for cash under the authority given by that resolution and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,020; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 June 2018) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 18

That the Company be and it is hereby generally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.005 each in the capital of the Company on such terms and in such manner as the Board of Directors may from time to time determine, provided that:

- (a) the number of such ordinary shares hereby authorised to be purchased by the Company shall not exceed 16,080,000;
- (b) the minimum price (exclusive of expenses) which may be paid for any ordinary share shall be £0.005, being the nominal value of each ordinary share;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be the higher of:
 - (i) an amount equal to 105% of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the ordinary share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- (d) unless previously revoked, renewed, extended or varied, the authority hereby conferred shall expire at the conclusion of the AGM of the Company to be held in 2018 or on 30 June 2018, whichever is the earlier, provided that the Company may effect purchases following the expiry of such authority if such purchases are made pursuant to contracts for purchases of ordinary shares which are entered into by the Company on or prior to the expiry of such authority.

Resolution 19

That the Company be and it is hereby generally and unconditionally authorised to hold general meetings (other than AGMs) on not less than 14 clear days' notice, such authority to expire at the conclusion of the AGM of the Company to be held in 2018 or on 30 June 2018, whichever is the earlier.

By Order of the Board



IAN PRITCHARD

Company Secretary

Luceco plc
Building E Stafford Park 1
Stafford Park, Telford
Shropshire, TF3 3BD

21 April 2017

Registered in England and Wales
No. 05254883

NOTES

Proxy appointment

- 1 A shareholder is entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the AGM. A proxy need not be a shareholder of the Company. 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.
- 2 A form of proxy is enclosed. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
- 3 To appoint a proxy the form of proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be (a) sent in hard copy form by post, courier or hand to the Company's Registrars, Capita Asset Services, 34 Beckenham Road, Beckenham BR3 4TU, or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 11 below, or (c) the proxy appointment must be registered electronically on the Company Registrars' website at www.capitashareportal.com in each case so as to be received no later than 1.00pm on 23 May 2017.

Nominated persons

- 4 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Act ("nominated persons"). Nominated persons may have a right under an agreement with the shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Information about shares and voting

- 5 Holders of ordinary shares are entitled to attend and vote at general meetings of the Company. The total number of issued ordinary shares in the Company on 13 April 2017, which is the latest practicable date before the publication of this Notice is 160,800,000, carrying one vote each on a poll. Therefore, the total number of votes exercisable as at 13 April 2017 is 160,800,000.

Right to attend and vote

- 6 Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members at close of business on 23 May 2017 or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting (as the case may be). In each case, changes to the register of members after such time will be disregarded.

Venue arrangements

- 7 To facilitate entry to the meeting, shareholders are requested to bring with them the attendance card which is attached to the proxy card. Please note that you will need photographic identification (such as a driving licence or passport) in order to gain access to the London Stock Exchange building.
- 8 Shareholders should note that the doors to the AGM will open at 12.30pm.
- 9 Mobile phones may not be used in the meeting hall, and cameras and recording equipment are not allowed in the meeting hall.

CREST members

- 10 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
- 11 In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear'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 instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Capita Asset Services (ID RA10) by the latest time(s) for receipt of proxy appointments specified in note 3 above. 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 a proxy appointed through CREST should be communicated to him by other means.
- 12 CREST members (and, where applicable, their CREST sponsors or voting service providers) 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, to procure that his/her CREST sponsor or voting service provider takes) 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 providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 13 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.

Appointment of proxy by joint holders

- 14 In the case of joint holders, where more than one of the joint holders purports to appoint one or more proxies, only the purported appointment submitted by the most senior holder will be accepted. Seniority shall be determined by the order in which the names of the joint holders stand in the Company's register of members in respect of the joint holding.

Corporate representatives

- 15 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.

Audit concerns

- 16 Shareholders should note that, under Section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

Questions

- 17 Any member attending the meeting 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.

Website information

- 18 A copy of this notice, and other information required by section 311A of the Act, can be found at www.luceco.com/investors.

Voting by poll

- 19 Each of the resolutions to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and announced to the London Stock Exchange once the votes have been counted and verified.

Use of electronic address

- 20 Members may not use any electronic address provided in either this notice of meeting or any related documents (including the enclosed form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Documents available for inspection

- 21 The following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company at Building E Stafford Park 1, Stafford Park, Telford, Shropshire, TF3 3BD and at the offices of Squire Patton Boggs (UK) LLP, 7 Devonshire Square, London, EC2M 4YH up to and including the date of the AGM and at the location of the AGM from 15 minutes prior to the opening of the AGM until the close of the AGM:
- (a) copies of the Executive Directors' service contracts;
 - (b) copies of letters of appointment of the Non-Executive Directors; and
 - (c) copies of the rules of the Plan.

PART III

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 15 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 16 to 19 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Report and Accounts

The Directors must present to the shareholders at the AGM the audited accounts of the Company and the reports of the Directors and Auditor for the year ended 31 December 2016.

Resolution 2: Declaration of Final Dividend

The Board recommends a final dividend of 0.3 pence per ordinary share, totalling £482,000.

Subject to approval by shareholders, the final dividend will be paid on 2 June 2017 to shareholders on the register at the close of business on 5 May 2017.

Resolution 3: Directors' Remuneration Report

The Directors must put the Directors' Remuneration Report to a vote of the shareholders. The vote is only advisory however and the Directors' entitlement to remuneration is not conditional on the resolution being passed.

Resolution 4: Directors' Remuneration Policy

The Act requires that a resolution be put to shareholders to approve the Directors' Remuneration Policy that appears on pages 54 to 60 of the Annual Report for the year ended 31 December 2016. This is a binding policy and, after it takes effect, the Company will not be able to make a remuneration payment to a current or future Director or a payment for loss of office to a current or past Director unless that payment is consistent with the approved policy or has been approved by a resolution of the shareholders of the Company. If Resolution 4 is approved, the policy will take effect from the date of the AGM. Shareholders will be given a binding vote on the Directors' Remuneration Policy at least every three years.

Resolutions 5 to 10: Election of Directors

This is the Company's first AGM since the Company's share capital was admitted to the Official List and to trading on the main market of the London Stock Exchange on 17 October 2016.

In accordance with the Company's Articles of Association and the recommendations of the UK Corporate Governance Code:

- (i) Giles Brand, who was appointed to the Board by the Directors on 1 May 2010 retires and offers himself for election.
- (ii) John Hornby who was appointed to the Board by the Directors on 23 October 2007 retires and offers himself for election.
- (iii) David Main who was appointed to the Board by the Directors on 27 September 2016 retires and offers himself for election.
- (iv) John Barton who was appointed to the Board by the Directors on 27 September 2016 retires and offers himself for election.
- (v) Caroline Brown who was appointed to the Board by the Directors on 27 September 2016 retires and offers herself for election.
- (vi) Tim Surridge who was appointed to the Board by the Directors on 27 September 2016 retires and offers himself for election.

In accordance with the UK Corporate Governance Code, biographical details of each of the Directors standing for election can be found on page 39 of the Annual Report for the year ended 31 December 2016.

Each of the Directors standing for election has demonstrated that he or she remains committed to the role, has the necessary skills and experience, and continues to be an effective and valuable member of the Board. In considering the independent Non-Executive Directors' independence, the Board has taken into consideration the guidance provided by the UK Corporate Governance Code. The Board considers John Barton, Caroline Brown and Tim Surridge to be independent in accordance with Provision B.1.1 of the UK Corporate Governance Code and there are no relationships or circumstances likely to affect their character or judgement. Accordingly, the Board unanimously recommends the election of the Directors set out in Resolutions 5 to 10.

Resolutions 11 and 12: Reappointment of Auditor and Auditor's Remuneration

The Board, on the recommendation of the Audit Committee, recommends the reappointment of KPMG LLP and KPMG LLP has agreed to continue as the Company's Auditor until the conclusion of the next AGM at which the accounts are laid before the Company. Resolution 11 proposes the reappointment of KPMG LLP and Resolution 12 is a separate resolution which authorises the Audit Committee to determine the Auditor's remuneration.

Resolution 13: Political Donations and Political Expenditure

Part 14 of the Act requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any twelve-month period, and for any political expenditure, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. It could include special interest groups which the Company and its subsidiaries might wish to support, even though those activities are not designed to support or influence support for a particular party.

It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. The Directors consider, however, that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business. To avoid inadvertent infringement of the Act, the Directors are seeking shareholders' authority for the Company and its UK subsidiaries to make political donations and to incur political expenditure in case any of the Company's normal activities are caught by the Act for the period from the date of the AGM to the earlier of the conclusion of the AGM in 2018 and 30 June 2018 up to a maximum aggregate amount of £100,000.

Resolution 14: Approval of the Luceco plc 2017 Performance Share Plan (the “Plan”)

Resolution 14 relates to the proposal to adopt a new employee share plan to reward and incentivise Executive Directors and key members of senior management. The reasons for the proposal of the Plan are described in the Directors’ Remuneration Report for the year ended 31 December 2016 set out on pages 48 to 60 of the Company’s Annual Report and Accounts.

A summary of the principal terms of the Plan are set out in Schedule 1.

Resolution 15: Authority to Allot Shares

The purpose of Resolution 15 is to give the Directors authority to allot shares in place of the existing authority approved at a General Meeting of the Company held on 14 October 2016 which expires at the end of the AGM.

The authority in paragraph (a) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to an aggregate nominal value of £26,800, which is equivalent to approximately one third (33.33 per cent) of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 13 April 2017, the latest practicable date prior to publication of this Notice.

The authority in paragraph (b) will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a fully pre-emptive rights issue up to a nominal value of £53,600, which is equivalent to approximately two thirds (66.67 per cent) of the total issued ordinary share capital of the Company, exclusive of treasury shares, as at 13 April 2017, the latest practicable date prior to publication of this Notice (such amount to be reduced by the amount of any relevant securities issued by the authority conferred by paragraph (a) of Resolution 15). This is in line with the Investment Association’s Share Capital Management Guidelines issued in July 2014.

At 13 April 2017, the Company did not hold any shares in treasury.

There are no present plans to undertake a rights issue or to allot new shares other than in connection with employee share and incentive plans. The Directors consider it desirable to have the maximum flexibility permitted by the Investment Association’s Share Capital Management Guidelines/corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

The authorities sought in paragraphs (a) and (b) of Resolution 15 are without prejudice to previous allotments made under such existing authorities.

If the resolution is passed, the authorities in paragraphs (a) and (b) will expire on the earlier of the close of business on 30 June 2018 and the end of the AGM in 2018.

Resolutions 16 and 17: Disapplication of Pre-emption Rights

The purpose of Resolution 16 is to give the Directors the power to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings. The power granted at the General Meeting of the Company held on 14 October 2016 is due to expire at this year’s AGM. Accordingly, Resolution 16 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £4,020 (being approximately 5% of the Company’s issued ordinary share capital as at 13 April 2017, the latest practicable date prior to publication of this Notice). If given, this power will expire at the conclusion of the Company’s next AGM to be held in 2018 or, if earlier, on 30 June 2018.

The figure of 5% reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the ‘Statement of Principles’). The Board will have due regard to the Statement of Principles in relation to any exercise of this power, in particular they do not intend to allot shares for cash on a non-pre-emptive basis pursuant to this power in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding any treasury shares) in any rolling three-year period without prior consultation with shareholders.

Resolution 17 also gives the Directors the power, in certain limited circumstances, to allot equity securities for cash without first being required to offer such shares to the existing shareholders in proportion to their existing shareholdings. The disapplication of pre-emption rights in respect of a further 5% of the Company’s issued share capital, in addition to the authority proposed to be granted pursuant to Resolution 16, reflects the Statement of Principles and the Pre-Emption Group’s guidance issued on 5 May 2016. The power will be limited to the allotment of equity securities for cash up to an aggregate nominal value of £4,020 (being 5% of the Company’s issued ordinary share capital as at 13 April 2017, the latest practicable date prior to publication of this Notice) provided that the authority can only be used in connection with the financing or refinancing of an acquisition or specified capital investment (within the meaning of the Statement of Principles), and which is announced contemporaneously with the allotment or has taken place in the preceding six month period and is disclosed in the announcement of the allotment. The Directors will have due regard to the Statement of Principles in relation to any exercise of this power. The authority will expire at the conclusion of the next AGM of the Company or, 30 June 2018, whichever is earlier.

PART III CONTINUED

Resolution 18: To approve the market purchase of the Company's own shares

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review. The power given by the resolution will only be exercised if the Directors are satisfied that any purchase will increase the earnings per share of the ordinary share capital in issue after the purchase and, accordingly, that the purchase is in the interests of shareholders. The Directors will also give careful consideration to gearing levels of the Company and its general financial position. The purchase price would be paid out of distributable profits.

The Act permits certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by the Company. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under the Company's employees' share schemes.

Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

If the Directors exercise the authority conferred by Resolution 18, they may consider holding those shares in treasury, rather than cancelling them. The Directors believe that holding shares in treasury would provide the Company with greater flexibility in the management of its share capital. The Directors will also consider using the treasury shares to satisfy share options/awards under the Company's employees' share schemes.

The maximum number of shares which may be purchased under the proposed authority will be 16,080,000 ordinary shares representing approximately 10% of the issued ordinary share capital of the Company at 13 April 2017 (being the latest practicable date prior to the publication of this Notice). The price paid for ordinary shares will not be less than the nominal value. The price paid will not be more than the higher of 5% above the average of the middle-market quotation of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the shares are purchased and an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

As at 13 April 2017 (being the latest practicable date prior to the publication of this Notice), the Company did not hold any ordinary shares in treasury and there were no warrants over or options to subscribe for the Company's ordinary shares outstanding.

Resolution 18 will be proposed as a special resolution to provide the Company with the necessary authority. If the resolution is passed, the authority will expire at the conclusion of the 2018 AGM, or, if earlier, on 30 June 2018, unless renewed before that time.

Resolution 19: Notice of general meetings other than Annual General Meetings

Under the Act, the notice period required for all general meetings of the Company is 21 clear days. AGMs will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings.

Resolution 19, if passed, authorises the calling of general meetings other than an AGM on not less than 14 clear days' notice, and will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used where, taking into account the circumstances and noting the recommendations of the UK Corporate Governance Code, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole.

SCHEDULE 1

SUMMARY OF THE PRINCIPAL TERMS OF THE LUCECO PLC 2017 PERFORMANCE SHARE PLAN

Decisions in relation to the participation in the Luceco plc 2017 Performance Share Plan (the "Plan") by Executive Directors of the Company will be taken by the Remuneration Committee, and references in this summary to the Board should be read accordingly. Any participation in the Plan by Executive Directors of the Company will be in accordance with the Directors' Remuneration Policy approved by shareholders from time to time (the "Policy").

The Plan is a discretionary share plan which will be administered by the Board or a committee appointed by the Board.

Eligibility

All employees (including Executive Directors) of the Company or any of its subsidiaries are eligible for selection to participate at the discretion of the Board.

Form of Awards

An award under the Plan may be in the form of:

- a conditional right to acquire ordinary shares in the Company ("Shares") at no cost (a "Conditional Award");
- an option to acquire Shares at no cost (a "Nil-Cost Option"); or
- a right to a cash amount related to the value of a number of Shares (a "Cash Award").

References to Shares include notional Shares to which a Cash Award relates. Before Shares have been delivered, the Board may decide to pay a cash amount equal to the value of the Shares the participant would otherwise have received.

The Plan also permits the grant of options which satisfy the requirements of Schedule 4 to the UK Income Tax (Earnings and Pensions) Act 2003 ("CSOP Options"). CSOP Options will have a per Share exercise price equal to the market value of a Share at the date of grant and may be exercised in a tax advantaged manner. The provisions of the Plan apply to CSOP Options, other than where the applicable tax legislation requires the provisions of the Plan to be varied.

In this summary, Conditional Awards, Nil-Cost Options, Cash Awards and CSOP Options are together referred to as "Awards". No payment is required for the grant of an Award.

Grant of Awards

Awards may be granted during the 42 days beginning on: (i) the approval of the Plan by the Company's shareholders; (ii) the day after the announcement of the Company's results for any period; (iii) the day on which the Policy is approved by the Company's shareholders; or (iv) any day on which the Board determines that exceptional circumstances exist which justify the making of an Award at that time. If the Company is restricted from granting Awards during these periods, it may grant Awards in the period of 42 days from when those restrictions are lifted.

Awards are not transferable other than to the participant's personal representatives in the event of his death and the benefits received under the Plan are not pensionable.

APSP Awards

A Participant may be granted an "APSP Award" comprising a Nil Cost-Option and a CSOP Option, with the Nil Cost-Option subject to conditions that it will be automatically exercised at the time the CSOP Option is exercised. The extent to which the Nil Cost-Option is exercised is reduced to reflect the gain made on the exercise of the CSOP Option, so that the pre-tax position is the same as if the CSOP Option had not been granted. Because of this scale back provision, Shares subject to a CSOP Option granted as part of an APSP Award will not count towards the individual limit on participation in the Plan referred to below, so as to avoid double counting.

Performance conditions

Unless the Board determines otherwise, Awards will be subject to the satisfaction of performance conditions which will determine the proportion (if any) of the Award which will vest at the end of a performance period. A performance period will usually be three years long.

Any Awards granted to an Executive Director of the Company will always be subject to performance conditions. However, Awards granted to facilitate the recruitment of an Executive Director may be granted without a performance condition. Generally it is intended that buy-out awards granted to facilitate recruitment of an Executive Director will be granted on a comparable basis to awards forfeited.

Any performance conditions applying to Awards may be amended or substituted by the Board if an event occurs that causes the Board to consider that the new performance conditions would be more appropriate and not materially less difficult to satisfy.

Individual limits

The Board may not grant Awards to an eligible employee in respect of any financial year over Shares with a maximum total market value (as determined by the Board) in excess of 150 per cent. of the relevant participant's annual base salary. However, Awards granted to facilitate the recruitment of an eligible employee may be granted in excess of this limit.

Where an APSP Award is granted, Shares subject to the CSOP Option part of the APSP Award will not count towards these limits on account of the scale-back provision described above.

Overall limits

The Plan may operate over new issue Shares, treasury Shares or Shares purchased in the market. The rules of the Plan provide that, in any 10 year rolling period, not more than 10 per cent. of the Company's issued ordinary share capital may be issued under the relevant Plan and under any other employee share plan adopted by the Company.

In addition, the rules of the Plan provide that, in any 10 year rolling period, not more than 5 per cent. of the Company's issued ordinary share capital may be issued under the relevant Plan and any other discretionary employee share plan adopted by the Company.

Shares transferred out of treasury under the Plan will count towards these limits for so long as this is required under institutional shareholder guidelines. Awards which were granted before admission of Shares to trading on the London Stock Exchange, which lapse, which are relinquished or which are satisfied in cash will be disregarded for the purposes of these limits.

Vesting, release and exercise

Awards subject to performance conditions will normally vest as soon as reasonably practicable after the end of the relevant performance period, or on such later date that the Board determines, to the extent that the performance conditions have been satisfied. Any Awards that are not subject to performance conditions will normally vest on the third anniversary of the grant date or such other date that the Board determines.

The Board may determine that an Award is also subject to a holding period following vesting, during which Shares subject to the Award will not be delivered to participants and at the end of which the Awards will be "released" (and participants will become unconditionally entitled to receive the underlying Shares). The holding period will normally apply for two years following vesting. Awards not subject to a holding period will normally be released at vesting.

Nil-Cost Options and CSOP Options will normally be exercisable from release until the tenth anniversary of the grant date.

Dividends

The Board may decide that participants will receive an amount (in cash and/or additional Shares) equal in value to any dividends that would have been paid on the Shares which vest on such terms and over such period (ending no later than the date on which the Award is released) as the Board may determine. This amount may assume the reinvestment of dividends and exclude or include special dividends. The Board may not determine that a participant will be entitled to receive a dividend equivalent payment in connection with a CSOP Option.

SCHEDULE 1 CONTINUED

Cessation of employment

Except in certain circumstances set out below, an unvested Award will lapse immediately when a participant ceases to be employed by or to hold office with the Company's group (the "Group").

If, however, a participant's cessation of office or employment is because of ill-health, injury or disability, retirement, redundancy, the sale of the participant's employing company or business out of the Group or in other circumstances at the discretion of the Board (except where the participant is summarily dismissed)(each being a "Good Leaver Reason"), any unvested Awards will ordinarily continue to vest (and be released) on the date when they would have vested (and been released) if the participant had not ceased to be a Group employee or Director. The Board retains discretion to allow an Award to vest (and be released) as soon as reasonably practicable after the participant's cessation of office or employment (or on such other date as determined by the Board).

The extent to which Awards may vest in these circumstances will be determined by the Board, taking into account the satisfaction of any performance conditions measured over the original performance period (or, if the Award is released before the end of the original performance period, measured at that earlier date).

Unless the Board decides otherwise the vesting of Awards will also take into account the proportion of the performance period (or, in the case of an Award not subject to performance conditions, the vesting period) which has elapsed on the participant's cessation of office or employment.

If a participant dies, unless the Board decides otherwise, any unvested Award will vest (and be released) as soon as reasonably practicable after the date of death on the same basis set out above for the Good Leaver Reasons. Awards structured as Nil-Cost Options or CSOP Options may then be exercised to the extent vested for a period ending on the first anniversary of the date of death (or, in relation to Nil-Cost Options, such other period as the Board may determine).

If a participant ceases to be an officer or employee of the Group during a holding period, any Awards will normally be released at the end of the holding period, unless the Board determines that they should be released as soon as reasonably practicable after cessation of office or employment (or on such other date as determined by the Board). If the participant is summarily dismissed, any outstanding Awards he holds will lapse immediately. If a participant dies during the holding period, unless the Board decides otherwise, their Awards will be released as soon as reasonably practicable after the participant's death.

Awards structured as Nil-Cost Options or CSOP Options may be exercised to the extent vested for a period of up to six months after release (or, in the case of Nil-Cost Options, such other period as the Board may determine). Where Nil-Cost Options or CSOP Options have already vested (and, where relevant, been released) on the date of cessation of office or employment, those Nil-Cost Options or CSOP Options may be exercised for a period of up to six months from the date of cessation (or, in the case of Nil-Cost Options, such other period as the Board may determine), unless the participant is summarily dismissed, in which case his Nil-Cost Options or CSOP Options will lapse.

Malus and clawback

Malus and clawback provisions may be applied for up to five years following the grant of an Award. If the malus and clawback provisions are to be applied, the Board may cancel the relevant Award or impose further conditions on it (if Shares have not been delivered in respect of it) or may require the participant to make a payment to the Company in respect of some or all of the Shares acquired. The Board will retain the discretion to calculate the amount subject to recovery, including whether or not to claw back gross or net of any tax or social security contributions applicable to the Award.

The circumstances in which the Board may apply the malus and clawback provisions are: (a) a material misstatement of any Group member's audited results; (b) the Board determining that the number of Shares subject to an Award or the assessment of a performance condition was incorrect or based on inaccurate or misleading information; (c) the Board determining that any action or conduct of the participant amounts to serious misconduct, fraud or gross misconduct; or (d) any other circumstances which the Board in its discretion considers to be similar in their nature or effect.

Corporate events

In the event of a change of control of the Company, Awards will vest (and be released) as soon as possible.

The extent to which Awards may vest in these circumstances will be determined by the Board, taking into account the satisfaction of any performance conditions measured at that time. Unless the Board decides otherwise, the vesting of Awards will also take into account the proportion of the performance period (or, in the case of an Award not subject to performance conditions, the vesting period) which has elapsed.

Alternatively, the Board may permit Awards to be exchanged for equivalent Awards. If the change of control is an internal reorganisation of the Group or, if the Board so decides, participants may be required to exchange their Awards.

If other corporate events occur such as a winding-up of the Company, demerger, delisting, special dividend or other event which, in the Board's opinion, may materially affect the current or future value of Shares and the Board determines it would not be appropriate or practical to adjust Awards, the Board may determine that Awards will vest (and be released) on the same basis as for a change of control.

Variation of capital

If there is a variation of share capital of the Company or in the event of a demerger, delisting, special dividend or other event which, in the Board's opinion, may materially affect the current or future value of Shares, the Board may make such adjustments to the number of Shares subject to Awards and/or any performance condition applicable to Awards as it considers appropriate.

Amendments

The Board may, at any time, amend the provisions of the Plan in any respect. The prior approval of the Company's shareholders will be obtained in the case of any amendment to the advantage of eligible employees or participants which is made to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, Awards, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval. There are, however, exceptions from this requirement to obtain shareholder approval for any minor amendment to benefit the administration of the relevant Plan, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group.

Rights attaching to Shares

Shares issued and/or transferred under the Plan will not confer any rights on any participant until the participant in question has received the underlying Shares. Any Shares allotted will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue).

Termination

No Awards may be granted under any of the Plan more than ten years after the date on which the Company's shareholders approved the relevant Plan.