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If you have sold or otherwise transferred all of your ordinary shares, please forward this document, together with the accompanying Form of Proxy, 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.

ACHP plc

*(Incorporated and registered in England and Wales under the Companies Act 1985
with registered number 4200676)*

Notice of Annual General Meeting

Contents

Notice of the Annual General Meeting	3
Notes	5
Explanation of the business	7

Expected Timetable

Voting record date	Close of business on 24 June 2019
Latest time for receipt of Forms of Proxy for the Annual General Meeting	2:30 p.m. on 24 June 2019
Annual General Meeting	2:30 p.m. on 26 June 2019

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ACHP plc (the “Company”) will be held at 2:30pm on Wednesday, 26 June 2019 in the Bank Meeting Room at 1 Royal Exchange Avenue, London, EC3V 3LT for the following purposes:

RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions, all of which will be proposed as ordinary resolutions.

Ordinary resolutions

- 1 To receive the Company’s financial statements for the year ended 31 December 2018, together with the reports of the directors and auditors.
- 2 To re-elect Heloise Temple-Boyer appointed during the year as a director of the Company.
- 3 To re-elect Tim Carroll as a director of the Company.
- 4 To re-elect Gilles Erulin as a director of the Company.
- 5 To re-elect Stephen Baxter as a director of the Company.
- 6 To re-elect Marvin Mohn as a director of the Company.
- 7 To reappoint the auditors of the Company, Mazars LLP, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to fix the auditors’ remuneration.

8 POLITICAL DONATION

That in accordance with section 366 of the Companies Act 2006 (the “Act”) the Company and all the companies that are the Company’s subsidiaries at any time during the period for which this resolution has effect be authorised to:

- (i) make political donations (as defined in section 364 of the Act) to political parties (as defined in section 363 of the Act) in aggregate not exceeding £50,000;
- (ii) 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) in aggregate not exceeding £50,000;
- (iii) incur political expenditure (as defined in section 365 of the Act) in aggregate not exceeding £50,000,

in each case during the period from the date of the passing of this resolution and expiring at the conclusion of the next annual general meeting of the Company or 15 months from the

date of the passing of this resolution, whichever is the earlier. In any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £150,000.

By order of the Board



Martha Bruce
Company Secretary

31 May 2019

Registered office:
118 Pall Mall
London SW1Y 5ED

NOTES

- 1 A shareholder entitled to attend and vote at the Annual General meeting convened by this Notice or any adjournment thereof is entitled to appoint one or more proxies (provided that if two or more proxies are appointed they must be appointed to exercise rights over different ordinary shares) to attend and to speak and vote instead of him. A proxy need not be a member of the Company. A space has been included on the form of proxy to allow members to specify the number of shares in respect of which that proxy has been appointed. Members who return the form of proxy duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares.
- 2 To be effective, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed, must be lodged at the office of the Company's registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 2.30 pm on 24 June 2019. Completion and return of a form of proxy will not preclude shareholders from attending the Annual General meeting and voting in person if they wish to do so.
- 3 Members or those who do not have a form of proxy and believe that you should have one and wish to appoint more than one proxy and require additional forms should photocopy the form of proxy as required. Such members should also read the instructions contained in the notes on the form of proxy.
- 4 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - a. If a corporate shareholder has appointed the Chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, unless each of the corporate representatives has been specifically appointed to vote in respect of different blocks of shares, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - b. If more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, unless each of the corporate representatives has been specifically appointed to vote in respect of different blocks of shares, a designated corporate representative will be nominated from those corporate representatives who attend and who will vote on a poll, and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.

- 5 As at the date of this notice, the Company's issued share capital consists of 118,123,848 ordinary shares with a nominal value of 2p each with voting rights of which 153,838 ordinary shares are held in treasury.

- 6 A copy of all directors' service contracts for periods in excess of one year are available for inspection during normal business hours at 1 Royal Exchange Avenue, London, EC3V 3LT and will be available for inspection at the place of the Annual General meeting from 15 minutes before the start of the meeting until the close of the Annual General meeting on Wednesday , 26 June 2019.

EXPLANATION OF BUSINESS

The Notice of the Meeting contains some items of business which are of a technical nature. These are explained below.

RESOLUTION 1

The Directors must lay before shareholders the audited financial statements of the Company for the year ended 31 December 2018 and the Directors' Report and the Auditors' Report thereon.

RESOLUTION 2

Article 89.2 of the Articles of Association states that any Director appointed by the Board shall hold office until the next annual general Meeting. Heloise Temple-Boyer was appointed as a director by the Board on 28 September 2018. Accordingly, in Resolution 2 Heloise Temple-Boyer is offering herself for re-appointment as a director at the Annual General Meeting. A detailed biography of the director is on the Company's website www.ach-plc.com.

RESOLUTIONS 3 TO 6

In accordance with recommended best practice, in Resolutions 3 to 6 each of the remaining Directors are retiring and offering themselves for re-appointment as Directors at the Annual General meeting. Detailed biographies of the directors are on the Company's website www.ach-plc.com.

RESOLUTION 7

The Company is required to appoint an Auditor at each general meeting at which accounts are laid before the members to hold office until the next such meeting. Resolution 7 proposes the re-appointment of Mazars LLP as Auditor to the Company and authorises the Directors to determine their remuneration.

RESOLUTION 8 – POLITICAL DONATION

It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. However, the directors consider that it may be 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, which defines political donations and expenditure widely, the directors are seeking shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period from the date on which this resolution is passed and expiring at the conclusion of the next annual general meeting of the Company or 15 months from the date on which this resolution is passed, whichever is the earlier, up to a maximum aggregate amount of £150,000. The Company has made no political donations in the past and does not expect to do so in the future.

The Directors believe that the adoption of all the resolutions set out in the Notice of Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the directors unanimously recommend that you vote in favour of the resolutions. Each Director who holds shares in the Company intends to vote in favour of the resolutions in respect of his own holdings.