

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser. The whole text of this document should be read.

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

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Expected Timetable

Voting record date	Close of business on 22 June 2020
Latest time for receipt of Forms of Proxy for the Annual General Meeting	2:00 p.m. on 22 June 2020
Annual General Meeting	2:00 p.m. on 24 June 2020

Covid-19 Notice

*Please submit your Form of Proxy to ensure your votes are counted.
To register your interest for an informal briefing about the Company’s business, following the AGM, please email info@brucewallace.co.uk.*

The Company’s Annual General Meeting (“AGM”) is usually held at a venue in central London. Unfortunately, this is not possible this year as we need to observe the UK Government’s current guidance on social distancing, as well as recently enacted regulations to help prevent the spread of Covid-19 by prohibiting all non-essential travel and public gatherings of more than two people. Mindful of these requirements and the challenges they present, our AGM will be held at our Company Secretary’s home office at 2.00p.m. on Wednesday 24 June 2020. The Board will ensure a quorum is present and no additional shareholders will be able to attend the meeting as this would be in contravention of current legal restrictions.

Given this restricted attendance the AGM this year will be purely functional and address just the formal resolutions detailed in the Notice of Meeting (“Notice”), necessary to enable the Board to conduct the business and affairs of the Company. The full Notice detailing the resolutions that will be proposed at the AGM together with explanatory notes are set out on the following pages of this document and it is also available in the Financial library section on the Company’s website, www.ach-plc.com.

There will be no discussion and no opportunity for questions at the meeting. If shareholders have questions, they should be emailed to marvin.mohn@tawa.net in advance of the AGM. Ordinarily the AGM provides an important and valued opportunity for the Board to engage with shareholders and we regret the need to restrict attendance this year. In the meantime, the Board would like to thank you for your co-operation and understanding at this extremely challenging time and urge you to submit a Form of Proxy to ensure your votes are counted. Should you wish to register your interest for an informal briefing regarding the Company’s business, following the AGM, please email info@brucewallace.co.uk.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ACHP plc (the “Company”) will be held at 2:00pm on Wednesday, 24 June 2020, at 7 Clifton Terrace, Cliftonville, Dorking, Surrey, RH4 2JG 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 2019, together with the reports of the directors and auditors.
- 2 To re-elect Alban Greget appointed during the year as a director of the Company.
- 3 To re-elect Philippe Truffert appointed during the year as a director of the Company.
- 4 To re-elect Stephen Baxter as a director of the Company.
- 5 To re-elect Marvin Mohn as a director of the Company.
- 6 To re-elect Heloise Temple-Boyer 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

29 May 2020

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. Whilst ordinarily lodging a Form of Proxy does not preclude a member from attending and voting at the meeting, due to Covid-19 restrictions, no additional members over and above the quorum requirement will be able to attend the Annual General Meeting ('AGM') on 24 June 2020. Members are therefore strongly encouraged to complete and return a Form of Proxy appointing the 'Chairman of the meeting' as their proxy to ensure their votes are included in the poll vote conducted on all resolutions.
- 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. If you wish to scan your Form of Proxy to Computershare, please send it by email to #UKCSBRS.ExternalProxyQueries@computershare.co.uk. Alternatively, please cast your Proxy online via www.investorcentre.co.uk/eproxy. All Proxy appointments must be lodged with the Company Registrars by 22 June 2020 at 2.00 pm.
- 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 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. As no additional members or their representatives will be able to attend the AGM on 24 June 2020, corporate members are strongly encouraged to complete and return a Form of Proxy appointing the 'Chairman of the meeting' as their proxy to ensure their votes are included in the poll vote.
- 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 Whilst copies of all Directors' Service Contracts for periods in excess of one year with the Company are ordinarily made available for inspection during normal business hours at the Company's registered office and at the place of the AGM from 15 minutes before the start of the meeting until the close of the AGM on Wednesday 24 June 2020, given the Covid-19 restrictions, copies will be made available to members on receipt of a valid request.

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 2019 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. Alban Greget and Philippe Truffert were appointed as directors by the Board on 2 July 2019. Accordingly, in Resolution 2 Alban Greget and Philippe Truffert are 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.

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.