

**THIS DOCUMENT AND THE ACCOMPANYING NOTICE OF AGM AND FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** It contains the resolutions to be voted on at the Company's Annual General Meeting to be held on Tuesday, 21 May 2013 at 10.00am. If you are in any doubt as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos 1 to 3) or the Investment Intermediaries Act, 1995, if you are resident in Ireland or who is authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom (or, if you are resident outside the United Kingdom, an appropriately qualified independent financial adviser). If you have sold or transferred all of your shares in Escher Group Holdings plc please forward this document, together with the accompanying documents, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**Annual General Meeting  
Tuesday 21 May 2013**

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

Notice of the Annual General Meeting of Escher Group Holdings plc to be held at Escher Group Holdings plc, 111 St Stephen's Green, Dublin 2, Ireland, on Tuesday, 21 May 2013 at 10.00 a.m., is set out in this document, accompanied by a Form of Proxy for use in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be completed and returned to or lodged at the Company's registrars, Capita Registrars (Ireland) Limited, PO Box 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin 2, Ireland (if delivered by hand) or to the Registered Office of the Company at 111 St Stephen's Green, Dublin 2 not later than 10.00 a.m. on 19 May 2013.

19 April 2013

### Chairman's letter to shareholders

Dear Shareholder

The Annual General Meeting ("AGM") of Escher Group Holdings plc (the "Company") is to be held on Tuesday, 21 May 2013, at Escher Group Holdings plc, 111 St Stephens Green, Dublin 2. The meeting will commence at 10.00am.

I would draw your attention to the enclosed documents:

- AGM Notice on pages 4 to 7 of this document;
- Proxy Form which can be completed and returned by you to the address stated; and
- Annual Report and Financial Statements for year ended 31 December 2012.

This letter explains below the items of business to be transacted at the AGM. There are three items of ordinary business and four items of special business.

#### Summary of the Resolutions:

#### ORDINARY BUSINESS

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

Resolution 1 is asking shareholders to consider the Company's Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2012.

##### Resolution 2: Re-election of Directors

Resolution 2 is asking shareholders to re-elect Directors. The Company's Articles of Association require that a director appointed as an additional director shall hold office only until the next following AGM. If a director so appointed is not re-appointed at the next following AGM, such director shall vacate office at the conclusion thereof. Accordingly, Jonathan O'Connell is required to put himself forward for election. Furthermore, the Company's Articles of Association also require that the number that is less than and nearest to one third of the Directors (not including any Directors in the former category) shall retire by rotation at the Annual General Meeting in every year. The Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. Fionnuala Higgins and Bernard Somers have put themselves forward for re-election in this regard. Full biographical details of all Directors are found on pages 12 and 13 of the Annual Report and Accounts 2012.

The Board is satisfied that all the Directors proposed for election or re-election continue to perform effectively and to demonstrate commitment to their respective roles.

##### Resolution 3: Auditors Remuneration

Resolution 3 is asking shareholders to authorise the Directors to fix the remuneration of the Company's Auditors.

#### SPECIAL BUSINESS

##### Resolution 4: General Authority to Allot Shares

Resolution 4 is asking shareholders to grant the Directors a general authority under Section 20 of the Companies (Amendment) Act, 1983 until the next AGM of the Company (to be held in 2013) to allot securities up to an aggregate nominal value of approximately 33.33% of the existing issued Ordinary

share capital. This resolution which is in line with Association of British Insurers (“ABI”) Guidelines is proposed as an ordinary resolution.

#### **Resolution 5: Disapplication of Pre-Emption Provisions**

Resolution 5 is asking shareholders to grant the Directors’ authority to allot equity securities for cash without the need to comply with the statutory pre-emption provisions of Section 23 of the Companies (Amendment) Act, 1983. The disapplication of the statutory pre-emption provisions will be limited to (a) the allotment of equity securities in connection with a rights issue in favour of shareholders, (b) the allotment of equity securities up to an aggregate nominal value of 7.5% of the Company’s existing issued Ordinary share capital and (c) the allotment of equity securities issued under the Company’s Share Option Plan for employees. This resolution which is in line with ABI Guidelines is proposed as a special resolution.

#### **Resolution 6: Share Buy Back Provisions**

Resolution 6 is asking shareholders to authorise the Company to make market purchases (as defined by section 212 of the Companies Act 1990) of up to 10% of its ordinary shares, par value of €0.005 (Ordinary Shares), each in the Company on such terms and conditions and in such manner as the Board of Directors of the Company may determine from time to time, but subject to the provisions of the Companies Act 1990 and to certain pricing provisions set out in resolution 6.

#### **Resolution 7: Re-issue of Treasury shares**

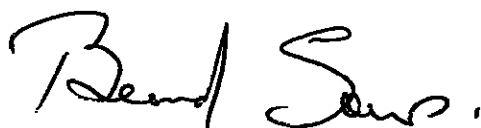
Resolution 7 is asking shareholders to authorise the Company to re-issue treasury shares bought by the Company pursuant to resolution 6 above on such terms and conditions and in such manner as the Board of Directors of the Company may determine from time to time, but subject to the provisions of the Companies Act 1990 and to certain pricing provisions set out in resolution 7.

#### **Recommendation**

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

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

Yours sincerely



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**Bernard Somers**  
Chairman

**Notice of Meeting**  
of  
**Escher Group Holdings plc**

Notice is hereby given that the Annual General Meeting of Escher Group Holdings plc (the “**Company**”) will be held in Escher Group Holdings plc, 11 St. Stephen’s Green, Dublin 2, at 10.00 on Tuesday, 21<sup>st</sup> May, 2013 for the purpose of considering and, if thought fit, passing the following resolutions:

**Ordinary Business**

- 1) To consider the Company's Accounts and the Reports of the Directors and the Auditors for the year ended 31<sup>st</sup> December 2012.
- 2) To re-elect as Directors the following persons:
  - 2(a) Jonathan O’Connell as a Director.
  - 2(b) Fionnuala Higgins as a Director.
  - 2(c) Bernard Somers as a Director.
- 3) To authorise the Directors to fix the remuneration of the Auditors.

**Special Business**

To consider and, if thought fit, to pass the following resolutions:

**As Ordinary Resolutions:**

- 4) "That the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of Section 20 of the Companies (Amendment) Act, 1983) up to an aggregate nominal amount of €31,074. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2014) unless previously renewed, varied or revoked by the Company in general meeting save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

**As Special Resolutions:**

- 5) "That the Directors be empowered pursuant to Section 24 of the Companies (Amendment) Act, 1983 to allot equity securities (within the meaning of Section 23 and Section 24(1) of the Companies (Amendment) Act, 1983) for cash pursuant to the authority conferred on the Directors under Section 20 of the Companies (Amendment) Act 1983 by the resolution above as if sub-Section (1) of the said Section 23 did not apply to any such allotment, provided that this power shall be limited to:
  - a) the allotment of equity securities in connection with a rights issue in favour of shareholders where in so far as is reasonably practicable the equity securities allotted to each shareholder is proportionate to the respective numbers of shares held by them;
  - b) the allotment (otherwise than in pursuance of sub-paragraph (a) above of this resolution) of equity securities up to an aggregate nominal value of €6,992 and
  - c) the allotment of equity securities issued under the Company’s Share Option Plan for employees.

The authority hereby conferred shall expire at the conclusion of the next Annual General

Meeting of the Company (to be held in 2014) unless previously renewed, varied or revoked by the Company in general meeting save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

- 6) "That the Company and/or any subsidiary of the Company (as defined by section 155 of the Companies Act, 1963) is hereby generally authorised to make market purchases (as defined by section 212 of the Companies Act 1990) of ordinary shares, par value of €0.005 (Ordinary Shares), each in the Company on such terms and conditions and in such manner as the Board of Directors of the Company may determine from time to time, but subject to the provisions of the Companies Act 1990 and to the following provisions:
- a) the maximum number of Ordinary Shares authorised to be acquired by the Company and/or any subsidiary of the Company (as defined by section 155 of the Companies Act, 1963) pursuant to this resolution shall not exceed 1,864,614 Ordinary Shares;
  - b) the maximum price, exclusive of expenses, which may be paid for an Ordinary Share shall be the higher of:
    - i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
    - ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out;
  - c) the minimum price, exclusive of expenses, which may be paid for an Ordinary Share shall be the nominal value for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased
  - d) this general authority is to expire on the date that is 18 months from the date of the passing of this resolution unless previously varied, revoked or renewed by special resolution in accordance with the provisions of section 215 of the Companies Act, 1990. The Company and any such subsidiary may, before such expiration, enter into a contract for the purchase of Ordinary Shares which would or might be executed wholly or partly after such expiration and may complete any such contract as if the authority conferred hereby had not expired."
- 7) "That for the purposes of section 209 of the Companies Act 1990, the reissue price range at which any ordinary shares that the Company holds as treasury shares (as defined by section 209 of the Companies Act 1990) for the time being held by the Company may be issued off-market shall be as follows:

- a) The maximum price at which a treasury ordinary share may be reissued off-market shall be an amount equal to 105% of the middle market quotation for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) on the business day immediately preceding the day on which the relevant share is reissued by the Company.
- b) The minimum price at which a treasury ordinary share may be reissued off-market shall be an amount equal to not less than 90% of the middle market quotation for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) on the business day immediately preceding the day on which the relevant share is reissued by the Company.
- c) The reissue price range as determined by paragraphs (a) and (b) shall expire on the date that is 18 months from the date of the passing of this resolution unless previously varied, revoked, or renewed in accordance with the provisions of section 209 of the Companies Act 1990."

By order of the Board.



Jonathan O'Connell  
Company Secretary

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

**Notes:**

1. Any member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend, speak, and vote on his/her behalf in accordance with the procedures set out in this Notice of Meeting and the form of proxy.
2. A proxy need not be a member of the Company but must attend the Annual General Meeting or any adjournment thereof in person to represent you.
3. A form of proxy is enclosed with this Notice of Meeting. To be valid, the proxy must be duly completed and executed, and any authority under which it is executed or a copy of such authority (or the information contained therein) either certified notarially or in some other way authenticated in a manner approved by the Directors, and must be delivered to or lodged at the Company's registrars, Capita Registrars (Ireland) Limited, PO Box 7117, Dublin 2 (if delivered by post) or to 2 Grand Canal Square, Dublin 2, Ireland (if delivered by hand) or to the Registered Office of the Company at 111 St Stephen's Green, Dublin 2 not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as appointed for the Annual General Meeting or any adjournment thereof) for the taking of the poll at which it is to be used.
4. If the appointer is an individual, this form of proxy must be signed by the member or his/her attorney. If the appointer is a corporation, this form of proxy must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the name stands in the register of members in respect of the joint holding.
6. The completion and return of the form of proxy will not preclude a member from attending the Annual General Meeting or any adjournment thereof and voting in person.
7. On any other business which may properly come before the Annual General Meeting or any adjournment thereof and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the meeting) not specified in this Notice of Meeting or the form of proxy, the proxy will act at his/her discretion.
8. There will be available for inspection by members at 111 St Stephen's Green, Dublin 2, during usual business hours from the date of this Notice of Meeting until the conclusion of the Annual General Meeting, copies of contracts of service of Directors with the Company, or any of its subsidiaries and a copy of the Escher Group Holdings p.l.c. Share Option Plan.
9. The registers required to be maintained by the Company under Section 60 and 80 of the Companies Act, 1990 shall be available for inspection to any person attending the Annual General Meeting for fifteen minutes prior to and until the conclusion of the said meeting.