

ASSETCO PLC

(Registered in England and Wales No. 04966347)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of AssetCo plc (the “**Company**”) will be held at 6 Stratton Street, Mayfair, London W1J 8LD at 11:00 a.m. on 15 April 2021. The Annual General Meeting is being held to consider and vote on the resolutions below. The resolutions will be proposed as ordinary resolutions. Voting on all resolutions will be conducted by way of a poll vote rather than on a show of hands.

Ordinary Resolutions

Resolution 1:

THAT the Company’s audited accounts for the 12 month period ended 30 September 2020, together with the directors’ report, the strategic report and the auditor’s report on those accounts, each laid before the meeting, be received.

Resolution 2:

THAT Tudor Davies, a director retiring by rotation pursuant to article 63 of the Company’s articles of association, be re-appointed as a director of the Company.

Resolution 3:

THAT Peter McKellar be re-appointed as a director of the Company, having been appointed since the date of the last Annual General Meeting.

Resolution 4:

THAT Martin Gilbert be re-appointed as a director of the Company, having been appointed since the date of the last Annual General Meeting.

Resolution 5:

THAT PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Company.

Resolution 6:

THAT the remuneration of PricewaterhouseCoopers LLP as auditors of the Company be determined by the directors of the Company.

12 March 2021

By order of the Board

Tudor Davies

Company Secretary

Registered Office:

Singleton Court Business Park

Wonastow Road

Monmouth

NP25 5JA

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Notes:

Entitlement to attend and vote

1. Due to the ongoing COVID-19 pandemic and in light of the COVID-19 related Government measures which are presently in place to restrict social gatherings, as well as overriding health and safety concerns, the Company has decided to hold this year's Annual General Meeting ("AGM") as a closed meeting with only the minimum quorum of two members present. Any members and others (other than those forming the quorum) are unable to attend the AGM in person and, in the interests of safety, will be refused entry.
2. Members are therefore strongly encouraged to appoint the chairman of the AGM as their proxy, in line with the procedures set out in these notes and the notes to the form of proxy, to ensure that their vote is exercised at the AGM. Other proxies will not be granted access to the AGM.
3. Only those members registered on the Company's register of members at:
 - (a) 6.30 p.m. on 13 April 2021; or
 - (b) if the meeting is adjourned, at 6.30 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting. As mentioned, in light of the COVID-19 related Government measures which are present in place, anyone seeking to attend the AGM in person (other than those forming the quorum) will be refused entry.

Website giving information regarding the meeting

4. Information regarding the meeting, including a copy of this Notice and the information required by section 311A of the Companies act 2006, can be found at the Company's website, www.assetco.com.

Appointment of proxies

5. If you are a member of the Company at the time set out in note 3 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
6. A proxy does not need to be a member of the Company but must attend the meeting to represent you. In light of the COVID-19 related Government measures which are presently in place, anyone seeking to attend the AGM in person (other than those forming the quorum) will be refused entry. Therefore, members intending to appoint a proxy are strongly encouraged to appoint the chairman of the AGM as their proxy. Details of how to appoint a proxy using the form of proxy are set out in the notes to the form of proxy.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy using a hard copy proxy form, please contact the Company's registrars, Computershare Investor Services PLC, on 0370 889 3198, to request additional forms of proxy. As above, in light of COVID-19 related Government measures, members are strongly encouraged to appoint the chairman of the AGM as their proxy. Any other proxy will not be admitted to the AGM.

8. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy using hard copy proxy form

9. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the form of proxy, the form must be:

- completed and signed;
- sent or delivered to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY; and
- received by Computershare Investor Services PLC no later than 11.00 a.m. on 13 April 2021.

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or a duly authorised attorney for the company.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.

If you have not received a form of proxy and believe that you should have one, or if you require additional proxy forms, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY on 0370 889 3198.

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s (“**EUI**”) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer’s agent (ID number 3RA50) by 11.00 a.m. on 13 April 2021 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting. 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 proxies appointed through CREST should be communicated to the appointee through other means.

11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s) such action as 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.
12. 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 members

13. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

14. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. This can be done at any time provided it is received by Computershare Investor Services PLC prior to 11.00 a.m. on 15 April 2021, the start of the AGM, however, acceptance of any change to your proxy instructions received by Computershare Investor Services PLC after 11:00 a.m. on 13 April 2021, being the time that the proxy vote closes, will be at the sole discretion of the Board.

Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY on 0370 889 3198.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

15. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by a duly authorised officer of the company or a duly authorised attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

Such revocation notice must be received by Computershare Investor Services PLC no later than 11.00 a.m. on 13 April 2021.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.

Corporate representatives

16. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

17. As at 11 March 2021 (being the last business day prior to the publication of this notice of AGM), the Company's issued ordinary share capital comprised 6,532,943 ordinary shares of 10p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 11 March 2021 is 6,532,943.

Voting

18. Voting on all resolutions will be conducted by way of a poll vote. On a poll, each shareholder has one vote for every share held. This will ensure that the votes of all members are recognised, including those who are unable to attend the meeting in person.

Communication

19. Except as provided above, members who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):-

- (a) e-mailing our investor relations team at info@assetco.com; or
- (b) calling the dedicated AssetCo plc shareholder information line at Computershare on 0370 889 3198.

You may not use any electronic address provided either:

- (a) in this notice of AGM; or
- (b) any related documents (including the form of proxy),

to communicate with the Company for any purposes other than those expressly stated.

Questions at the meeting

20. Any member has the right to ask questions of the Company. As the meeting is being conducted as a closed meeting, questions must be submitted to the Company in advance using the methods set out in paragraph 19. The Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.
- the answer has already been given on a website in the form of an answer to a question.
- it is undesirable in the interest of the Company or the good order of the meeting that the question be answered.

