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If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document and the accompanying Form of Proxy at once 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. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, please retain the documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected as to the action you should take.

This document contains no offer of transferable securities to the public within the meaning of section 102B of the FSMA, the Companies Act or otherwise. Accordingly, this document does not constitute a prospectus within the meaning of section 85 of the FSMA and has not been (and is not required to be) drawn up in accordance with the Prospectus Rules or approved by the UK Financial Conduct Authority or any other competent authority.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. AIM securities are not admitted to the Official List of London Stock Exchange Plc.

AssetCo plc

(a company incorporated in England and Wales with registered no. 04966347)

Proposed Capital Reduction

and

Notice of General Meeting

You should read this document in its entirety, together with the Form of Proxy. Your attention is drawn to the letter from the Executive Chairman of Assetco plc which is set out in this document and which contains the unanimous recommendation from the Board that you vote in favour of the Resolution at the General Meeting.

The Directors, whose names appear on page 5, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Notice convening the General Meeting of AssetCo plc to be held at 11 a.m. on 10 July 2020 at Singleton Court Business Park, Wonastow Road, Monmouth, NP25 5JA is set out at the end of this document. Shareholders have been provided with a Form of Proxy for use in connection with the General Meeting. Whether or not you intend to attend the General Meeting in person, please complete, sign and return the Form of Proxy to the Registrar in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received by no later than 11 a.m. on 8 July 2020 or 48 hours (excluding any part of a day that is not a working day) before the time fixed for holding any adjourned meeting. The completion and return of a Form of Proxy will not prevent Shareholders from attending and voting in person at the General Meeting should they wish to do so. A copy of this document is available at the Company’s website at www.assetco.com.

This Document is dated 10 June 2020.

Forward-looking statements

Certain statements contained in this document are or may constitute “forward-looking statements”. These statements may be identified by words such as “expects”, “looks forward to”, “anticipates”, “targets”, “aims”, “may”, “would”, “could”, “intends”, “plans”, “believes”, “seeks”, “estimates”, “will”, “project” or words of similar meaning. They include all matters that are not historical facts. Such statements are based on the current expectations and certain assumptions of the Directors and are, therefore, subject to certain risks and uncertainties. Forward-looking statements are not guarantees of future performance and a number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements. The forward-looking statements in this document speak only as of the date of this document. Except as required by law, the Company disclaims any obligation to update any such forward-looking statements to reflect future events or developments.

Notice to overseas persons

The distribution of this document and/or the accompanying Form of Proxy outside the UK may be restricted by law. Persons outside the UK who come into possession of these documents should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	Time and Date
Publication of this document	10 June 2020
Latest time for receipt of individual Forms of Proxy for General Meeting	11 a.m. on 8 July 2020
General Meeting	11 a.m. on 10 July 2020
Court hearing to confirm the Capital Reduction	On or around 4 August 2020
Registration of Court order and Effective Date of the Capital Reduction	expected to be the business day after the Court order confirming the Capital Reduction

If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through the Regulatory Information Service of the London Stock Exchange. All references in this Circular are to London time unless otherwise stated.

PART 1
LETTER FROM THE CHAIRMAN
AssetCo plc

(a company incorporated in England and Wales with registered no. 04966347)

Directors:

Tudor Davies (Chairman)
Mark Butcher (Non-Executive Director)
Christopher Mills (Non-Executive Director)

Registered Office

Singleton Court Business Park,
Wonastow Road, Monmouth,
Monmouthshire,
NP25 5JA

10 June 2020

Dear Shareholder,

Proposed Capital Reduction and Notice of General Meeting

1. Introduction

As announced in the Company's interim results for the six months ended 31 March 2020 (the Interim Statement), the Company's focus has continued to be on regaining and developing new business in the Middle East and realising the cash in receivables and bonds from the previous contract and completing the action for negligence against Grant Thornton. The results for the six months to 31 March 2020 are a loss of £0.7m, reflecting the costs of operating in Abu Dhabi dealing with business development, and the costs associated with the Court of Appeal hearing during January 2020.

I am writing to Shareholders to set out details of a proposed Capital Reduction as described below.

The Capital Reduction is conditional, inter alia, on the approval of Shareholders at the General Meeting and to confirmation by the court. You will find set out at the end of this document a Notice of General Meeting which has been convened for 11 a.m. on 10 July 2020, at Singleton Court Business Park, Wonastow Road, Monmouth, NP25 5JA.

Given social distancing rules and guidance that are currently in force, you are strongly recommended to appoint a proxy rather than attend the meeting in person. If, however, you wish to attend in person, we request that you give at least 48 hours' advance notice to Computershare Investor Services, the Registrar, in order that we can make arrangements for the meeting to be conducted safely and in accordance with such rules and guidance.

The purpose of this document is to provide you with details of, and the reasons for, the Capital Reduction and the Resolution to be proposed at the General Meeting. The Board considers that the Resolution is in the best interests of the Company and its Shareholders as a whole and unanimously recommends that you vote in favour of the Resolution to be proposed at the General Meeting.

You are advised to read the whole of this document, including the Notice, and not to rely solely on the information contained in this letter.

2. Background to the Capital Reduction

As announced on 10 June 2020 in our Interim Results to 31 March 2020, AssetCo has £28.4 m of net assets represented by £26.1 m of unrestricted cash balances, and is continuing to pursue new business in the Middle East as well as awaiting the Court of Appeal's decision in respect of its legal action against Grant Thornton. The Company had a deficit of £62,045,076 on its profit and loss account. The existence of that deficit currently prevents the Company from making distributions to shareholders.

The Board considers that a large proportion of the cash balances are surplus to current requirement, and although future investment opportunities may arise, it may also be appropriate to return surplus cash to shareholders. Whilst there has been no formal decision made, the Board would like to have the flexibility to make distributions to shareholders in future.

It is against this background that the Board proposes the Capital Reduction as a means of eliminating the deficit on the Company's profit and loss account and achieving a surplus on that account. That will enable the Company lawfully to make distributions if the Board considers them appropriate. The Board estimates that the effect of the Capital Reduction will be to generate a surplus of £27,149,361.35 on the Company's profit and loss account.

If approved by Shareholders at the General Meeting and subsequently confirmed by the Court, upon the Court's confirmation order being registered with the Registrar of Companies, the effect of the Capital Reduction will be to (i) cancel the entire amount standing to the credit of the Share Premium Account (being approximately £64,941,326 in total as at the date of this document), and (ii) cancel the Company's Deferred Shares.

The implementation of the Capital Reduction is subject to a number of criteria and legal processes which are explained further below.

3. Procedure to effect the Capital Reduction

Share premium forms part of the capital of the Company and arises on the issue by the Company of Ordinary Shares at a premium to their nominal value. The premium element is credited to the Share Premium Account. Under the 2006 Act, the Company is precluded from paying any dividends or making other distributions in the absence of sufficient distributable reserves, and the Share Premium Account, being a non-distributable reserve, can be applied by the Company only for limited purposes. However, provided the Company obtains the approval of Shareholders by way of a special resolution and subsequent confirmation by the Court, it may cancel all or part of the balance standing to the credit of its Share Premium Account with the result that (subject to any order made by the Court to the contrary), such balance will be credited to the Company's profit and loss account.

The Deferred Shares were created by the Company as part of a previous scheme of arrangement and have no economic value. The Board does not consider there to be any commercial purpose in the Deferred Shares and is therefore taking the opportunity to cancel the Deferred Shares as part of the Capital Reduction. Pursuant to articles 3.2.4 and 3.3.6 of the Articles, the cancellation of the Deferred Shares pursuant to a reduction of capital for no consideration will not constitute a variation of the rights attaching to the Deferred Shares. Consequently, the Capital Reduction can be approved without the approval of the holders of the Deferred Shares.

In order to effect the Capital Reduction, the Company first requires Shareholders to approve it by special resolution.

Secondly, the Capital Reduction must be confirmed by the Court. If the special resolution is approved by Shareholders in general meeting, the Company will then apply to Court for a confirmation order.

The Capital Reduction will take effect when the order of the Court confirming it and a statement of capital approved by the Court have been registered with the Registrar of Companies. The Effective Date of the Capital Reduction is currently expected to be the next working day following the hearing at which the Capital Reduction is to be confirmed by the Court, which is currently expected to be on or around 4 August 2020.

In order to approve the Capital Reduction, the Court will need to be satisfied that the interests of the Company's creditors will not be prejudiced by the Capital Reduction. It is possible (although the Board considers it unlikely) that the Court will require the Company to give a suitable undertaking for the purpose of protecting creditors, such as to create a special reserve in the Company's books of account for so long as any creditors of the Company, who do not consent to the Capital Reduction, remain unpaid.

The Board reserves the right (where necessary by application to the Court) to abandon, discontinue or adjourn any application to the Court for confirmation of the Capital Reduction, and hence the Capital Reduction itself, if the Board believes that the terms required to obtain confirmation are unsatisfactory to the Company or if the Board considers that to continue with the Capital Reduction is inappropriate or not advisable and would not be in the best interests of the Company and its Shareholders.

The Capital Reduction does not affect the voting or dividend rights of any Shareholder, or the rights of any Shareholder on a return of capital.

4. Procedure to effect the Capital Reduction

You will find a notice convening the General Meeting at the end of this document. The General Meeting will be held at 11 a.m. on 10 July 2020 at Singleton Court Business Park, Wonastow Road, Monmouth, NP25 5JA to consider and, if thought appropriate, pass the Resolution which is summarised below.

Resolution: Capital Reduction

The Resolution will be proposed as a special resolution of the Company. The Directors will be seeking approval of Shareholders to (i) cancel the balance standing to the credit of the Company's share premium account, and (ii) cancel all issued Deferred Shares.

5. Action to be taken

A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return a Form of Proxy in accordance with the instructions printed thereon so as to be received by the Registrar, Computershare Investor Services PLC of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 11 a.m. on 8 July 2020. Completion and return of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting, if you wish to do so.

6. Recommendation

The Board considers the Capital Reduction to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution, as all of the Directors intend to do in respect of their beneficial holdings amounting, in aggregate, to 5,893,582 Ordinary Shares representing approximately 48.3 per cent. of the existing issued share capital of the Company.

On behalf of the Board, thank you for your continued support of the Company.

Yours sincerely,

Tudor Davies

Chairman

DEFINITIONS

The following definitions apply throughout this Circular and the accompanying Form of Proxy unless the context otherwise requires:

“2006 Act” or “Act”	the UK Companies Act 2006
“Articles of Association” or “Articles”	the articles of association of the Company as at the date of this document
“Accounts”	the audited accounts of the Company in respect of the 12 month period ended on 30 September 2019
“Arden”	Arden Partners Plc, the Company’s Nominated Adviser and broker
“Business Day”	a day (other than a Saturday or Sunday) in which clearing banks in the City of London are generally open for business
“Capital Reduction”	the proposed cancellation of the Company’s Deferred Shares, and of its Share Premium Account, as described in this document
“Circular” or “Document”	this document
“Company” or “AssetCo”	AssetCo Plc
“Court”	the High Court of England and Wales
Deferred Shares	the deferred shares of 24p and the A deferred shares of 495p in the capital of the Company
“Directors” or “the Board”	the directors of the Company whose names are set out on page 5 of this Circular
“Effective Date”	expected to be the business day after the Court order confirming the Capital Reduction
“Form of Proxy”	the form of proxy accompanying this Circular issued for use by Shareholders in connection with the General Meeting
“General Meeting”	the general meeting of the Company convened to take place at Singleton Court Business Park, Wonastow Road, Monmouth, NP25 5JA at 11 a.m on 10 July 2020.
“Group”	the Company and its subsidiaries and subsidiary and associated undertakings as at the date of this document
“Interim Statement”	the interim financial statement for the 6 month period ended on 31 March 2020 published on 10 June 2020
“Notice”	the notice of General Meeting, which is set out at the end of this Circular
“Ordinary Shares”	ordinary shares of 10 pence each in the capital of the Company
“Registrar(s)”	Computershare Investor Services, of The Pavilions, Bridgwater Road, Bristol, BS99 6ZY
“Resolution”	the resolution to be proposed at the General Meeting, the full text of which is set out in the Notice
“Shareholder”	holders of Ordinary Shares from time to time
“Share Premium Account”	the non-distributable capital reserve with that name in the accounts of the Company

“Sterling” or “pence”, “£” or “p” the lawful currency of the United Kingdom

“Subsidiary” as defined in section 1159 of the 2006 Act

“UK” or “United Kingdom” the United Kingdom of Great Britain and Northern Ireland

NOTICE OF GENERAL MEETING

AssetCo plc

*(a company incorporated in England and Wales
with registered no 04966347)*

NOTICE IS HEREBY GIVEN that a General Meeting of AssetCo plc (the “**Company**”) will be held on 10 July 2020 at Singleton Court Business Park, Wonastow Road, Monmouth, NP25 5JA at 11 a.m. (UK time) for the purposes of considering and, if thought fit, passing the following resolution.

Capitalised terms and expressions contained in this notice shall have the meanings given to them in the circular to the Company’s shareholders published on 10 June 2020 (the “**Circular**”), unless the context requires otherwise.

SPECIAL RESOLUTION

THAT

- i. the issued share capital of the Company be reduced by cancelling and extinguishing all issued Deferred Shares in the capital of the Company
- ii. the balance standing to the credit of the share premium account be cancelled and extinguished

Registered Office
Singleton Court Business Park,
Wonastow Road,
Monmouth,
Monmouthshire,
NP25 5JA

By order of the Board
Tudor Davies
Company Secretary

10 June 2020

Registered in England and Wales No. 04966347

Notes

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at:
 - Close of business on 8 July 2020
 - If this Meeting is adjourned, at 48 hours (excluding any part of a day that is not a working day) prior to the adjourned Meeting, shall be entitled to attend and vote at the Meeting.

Attending in Person

2. If you wish to attend the Meeting in person, please arrive at Singleton Court Business Park, Wonastow Road, Monmouth, NP25 5JA at 10:30 a.m. on 10 July 2020 (commencement of registration); the Meeting will commence at 11 a.m.. Please bring this Notice with you. Representatives of corporate shareholders will have to produce evidence of their proper appointment when attending the Meeting. Please contact the Company's Registrar, Computershare Investor Services, if you require further guidance on this.

Appointment of Proxies

3. If you are a member of the Company at the time set out in note 1 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 Proxy Form with this Notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Proxy Form.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
5. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the Proxy Form are set out in the notes to the Proxy Form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. 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, please contact the Company's Registrar, Computershare Investor Services.
7. 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 Proxy using Hard Copy Proxy Form

8. The notes to the Proxy Form explain how to direct your proxy how to vote on each resolution or withhold their vote.
9. The notes to the Proxy Form, the form must be:
 - Completed and Signed;
 - Sent or delivered to the Computershare Investor Services PLC , The Pavilions, Bridgwater Road, Bristol, BS99 6ZY ; and
 - Received by Computershare Investor Services PLC no later than 11 a.m. on 8 July 2020

In the case of a member which is a company, the Proxy Form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

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

Appointment of proxies through CREST

10. CREST members who wish to appoint a proxy or proxies by utilising 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/site/public/EUI>). 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 (3RA50) by 11 a.m. on 8 July 2020. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should not 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 BREXIT members 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 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, those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulations 35(5)a) of the Uncertified Securities Regulations 2001.

Appointment of Proxy by Joint Members

11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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 Instruction

12. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt for proxy appointments (see above), also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy Proxy Form and would like to change the instructions using another hard-copy Proxy Form, please contact Computershare Investor Services PLC.

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

13. 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. In the case a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation note is signed (or a duly certified copy of such power of authority) must be included with the revocation notice.

The revocation notice must be received by Computershare Investor Services PLC no later than 11 a.m. on 8 July 2020.

If you attempt to revoke our proxy appointment but the revocation is received after the time specified, then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate Representatives

- 14.** 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.