

## **PLASTICS CAPITAL PLC**

(Registered in England and Wales under number 06387173)

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Plastics Capital plc (the "**Company**") will be held at 45 Moorfields, London, EC2Y 9AE on Thursday 31 July 2008 at 10.00a.m for the purposes of transacting the ordinary business of the Annual General Meeting set out in resolutions 1 to 9 which will be proposed as ordinary resolutions and the special business of the Annual General Meeting set out in resolutions 10 and 11 which, in the case of resolution 10, will be proposed as an ordinary resolution and, in the case of resolution 11, will be proposed as a special resolution.

#### **Ordinary Business**

1. To receive and adopt the Company's annual accounts for the financial year ended 31 March 2008 together with the last directors' report, the last directors' remuneration report and the auditors' report on those accounts and on the auditable part of the remuneration report.
2. To re-elect Faisal Rahmatallah as a director of the Company.
3. To re-elect Nicholas Ball as a director of the Company.
4. To re-elect Arun Nagwaney as a director of the Company.
5. To re-elect Jeremy Clarke as a director of the Company.
6. To re-elect Richard Vessey as a director of the Company.
7. To re-elect Andrew Walker as a director of the Company.
8. To re-appoint KPMG LLP as auditors and to authorise the directors to fix their remuneration.
9. To approve the directors' remuneration report for the year.

## Special Business

10. THAT the Directors be and they are generally and unconditionally authorised for the purposes of and pursuant to section 80(1) of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £89,666 provided that this authority shall expire on the conclusion of the next annual general meeting save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired and so that this authority shall be in substitution for all previous authorities conferred upon the Directors pursuant to section 80 of the Act but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.
  
11. THAT subject to and conditional on the passing of Resolution 10 set out above, the Directors be and they are empowered, pursuant to Section 95 of the Act, to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by Resolution 10 above (as varied from time to time by the Company in general meeting) as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
  - 11.1 the allotment of equity securities in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of all the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body or otherwise; and
  - 11.2 the allotment (otherwise pursuant to sub-paragraph 11.1 above) of equity securities up to an aggregate nominal amount of £89,666 and shall expire on the expiry of the authority contained in Resolution 10 set out above, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

By order of the Board

Secretary

7 July 2008

St Mary's House  
42 Vicarage Crescent  
London  
SW11 3LD

## NOTES

1. Brief personal details of the Directors proposed for re-election are noted on page 8 of the annual report and accounts.

2. *Explanatory note relating to Resolution 10 – authority to allot shares.*

Under the Companies Act 1985, the directors of a company may only allot unissued shares if authorised to do so by the shareholders in general meeting. Resolution 10 gives the Directors authority to allot shares up to an aggregate nominal amount of £89,666 until the conclusion of the next annual general meeting. This represents 8,966,600 ordinary shares of 1p each and is equivalent to approximately 33 per cent of the Company's existing issued ordinary share capital. Except in relation to the issue of ordinary shares arising from the exercise of options under the Company's employee share option schemes, the Directors have no present intention of allotting any of the authorised but unissued ordinary shares of the Company.

3. *Explanatory note relating to Resolution 11 – limited authority to allot shares for cash.*

This resolution permits the Directors to allot shares for cash without first offering them to existing shareholders in accordance with the Companies Act 1985 up to an aggregate nominal amount of £89,666. This amount represents 8,966,600 ordinary shares of 1p each, being equivalent to approximately 33 per cent of the Company's existing issued ordinary share capital. The Directors will use such authority in circumstances where it is in the best interest of the Company to issue small amounts of shares other than to existing shareholders.

The Resolution also enables the Directors to modify the strict requirements for a rights issue or other pro rata offer in circumstances where they consider it necessary or expedient.

The authority will expire on whichever is the earliest to occur of the date preceding the fifth anniversary of the date of the passing of the Resolution or the expiry of the authority contained in Resolution 10.

4. A member entitled to attend and vote at the Annual General Meeting ("**Meeting**") is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy provided that each proxy is

appointed to exercise the rights attached to a different share or shares held by him and provided that the member specifies in the form of proxy the number of shares in respect of which each proxy is appointed. A member may not appoint more than one proxy to exercise rights attached to any one share. Where a member appoints more than one proxy, on a vote on a show of hands the proxies shall only be entitled to one vote collectively.

5. A form of proxy is provided with this notice and instructions for use are shown on the form. To be valid, completed forms must be received at the office of the Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not later than 48 hours (disregarding any part of a day that is not a working day) before the time fixed for the Meeting. Completion and return of the form of proxy will not prevent a member from attending and voting in person at the Meeting.
6. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that:
  - 6.1 if a corporate member has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the Meeting, 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
  - 6.2 if more than one corporate representative for the same corporate member attends the Meeting but the corporate member has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.
7. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in 6.1 above.
8. Copies of the Directors' service contracts will be available for inspection at the registered office of the Company during normal business hours on each weekday

(Saturday, Sunday and public holidays excluded) from the date of this notice until the day of the Meeting and at the place of the Meeting for 15 minutes prior to and during the meeting.

9. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the company's register of members not later than 6.00p.m on Tuesday 29 July 2008 or, if the meeting is adjourned, shareholders entered on the company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed 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.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (formerly CRESTCo's) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must in order to be valid, be transmitted so as to be received by Capita Registrars (ID RA 10) by no later than 10.00a.m on Tuesday 29 July 2008. No such message received through the CREST network after this time will be accepted. 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 registrars are 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.
12. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited 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. Is

it 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 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.

13. 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.

## **APPENDIX**

### **Information as to possible rights in relation to voting**

1. You are being sent a copy of this Notice of Annual General Meeting in your capacity as a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights in relation to the Company.
2. You may have a right under an agreement between you and the member by whom you were nominated to be appointed, or to have someone else appointed, as a proxy for the meeting and, if you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.