

## Notice of Annual General Meeting

**Notice is hereby given** that the Annual General Meeting of Plastics Capital plc (the “Company”) will be held at St Mary’s House, 42 Vicarage Crescent, London, SW11 3LD on 27 July 2012 at 11:00am for the purposes of transacting the ordinary business of the Annual General Meeting set out in resolutions 1 to 5 which will be proposed as ordinary resolutions and the special business of the Annual General Meeting set out in resolutions 6 and 7 which, in the case of resolution 6, will be proposed as an ordinary resolution and, in the case of resolution 7, will be proposed as a special resolution.

## Notice of Annual General Meeting continued

### Ordinary Business

1. To receive the Company's annual accounts for the financial year ended 31 March 2012 together with the last directors' report and the last auditors' report on those accounts.
2. To re-elect Richard Vessey as a director of the Company.
3. To re-elect Faisal Rahmatallah as a director of the Company.
4. To re-appoint KPMG LLP as auditors of the Company.
5. To authorise the directors to set the remuneration of the auditors.

### Special Business

6. That the directors be and they are generally and unconditionally authorised for the purposes of and pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot relevant securities (as defined in the notes to this Resolution) up to an aggregate nominal amount of £90,890 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 551 of the Act but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

7. That subject to and conditional on the passing of Resolution 6 set out above, the directors be and they are empowered, pursuant to section 571 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 6 above (as varied from time to time by the Company in general meeting) as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

**7.1** 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

**7.2** the allotment (otherwise pursuant to sub-paragraph 7.1 above) of equity securities up to an aggregate nominal amount of £13,771 and shall expire on the expiry of the authority contained in Resolution 6 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

### Nicholas Ball

Secretary  
Plastics Capital plc  
5 July 2012

Registered office  
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 16 of the annual report and accounts.
2. Explanatory note relating to Resolution 6 – authority to allot shares.

Under the Companies Act 2006 (the “Act”), the directors of a company may only allot unissued shares if authorised to do so by the shareholders in general meeting. Resolution 6 gives the directors authority to allot shares up to an aggregate nominal amount of £90,890 until the conclusion of the next annual general meeting. This represents 9,089,035 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 ordinary shares of the Company.

“Relevant securities” means shares in the Company other than shares allotted pursuant to:

- an employee share scheme (as defined by section 1166 of the Act);
- a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security;
- a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; or
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act).

References to the allotment of relevant securities in the resolution include the grant of such rights.

3. Explanatory note relating to Resolution 7 – 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 Act up to an aggregate nominal amount of £13,771. This amount represents 1,377,127 ordinary shares of 1p each, being equivalent to approximately 5 per cent of the Company’s existing issued 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 the expiry of the authority contained in Resolution 6.

4. A member entitled to attend and vote at the Annual General Meeting (the “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 Capita Registrars, PXS, 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. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

## Notes continued

7. 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 6:00pm on 25 July 2012 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.
8. 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.
9. 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 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 11:00am on 25 July 2012. 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.
10. 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. 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 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.
11. 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.