

## Notice of Annual General Meeting

This document is important and requires your immediate attention

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

# Notice of Annual General Meeting

The 2016 annual general meeting (the “Annual General Meeting”) of PLASTICS CAPITAL PLC (the “Company”) will be held at London Heliport, Bridges Court Road, London, SW11 3BE at 9:00 a.m. on 29 July 2016 for the following purposes:

## Ordinary Business

### Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the audited annual accounts and reports of the Company for the year ended 31 March 2016.
2. To declare a final dividend of 2.94 pence per ordinary share of the Company (in gross amount) for the year ended 31 March 2016, which shall be payable to shareholders who are on the register of members as at the close of business on 5 August 2016. This dividend will be paid to shareholders on 7 September 2016 with a record date of 5 August 2016 and an ex-dividend date of 4 August 2016 (the “Dividend”).
3. Subject to the passing of resolutions 2, 7 and 8, the directors are generally and unconditionally authorised to exercise the power contained in article 140 of the Company’s articles of association so that, to the extent and on such terms as may be determined by the directors the holders of ordinary shares be permitted to elect to receive new ordinary shares in the capital of the Company credited as fully paid instead of cash in respect of the Dividend and any future dividends and such authority shall commence from the date of approval of this resolution and shall expire at the conclusion of the third annual general meeting of the Company after the date on which this resolution is passed.
4. To reappoint Nicholas Martin Ball as a director of the Company.
5. To reappoint KPMG LLP as auditors of the Company from the conclusion of the Annual General Meeting, to hold office until the conclusion of the next annual general meeting of the Company.
6. To authorise the directors to determine the remuneration of the auditors of the Company.

### Special Business

7. That the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (in substitution for any existing authority but without prejudice to the allotment of any Relevant Securities already made or to be made pursuant to such authority) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (together, “Relevant Securities”) or otherwise deal with or dispose of Relevant Securities up to a maximum nominal amount of £117,815.24 (being approximately one-third of the Company’s issued share capital) provided that such authority shall expire on the conclusion of the annual general meeting of the Company to be held in 2017 or 27 October 2017, whichever is earlier, but so 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 in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

### Special Resolution

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

8. That, subject to the passing of resolution 7 above, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the general authority conferred by resolution 7 above as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to allotments of equity securities:
  - a. in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;
  - b. otherwise than pursuant to sub-paragraph a above, up to an aggregate nominal amount of £35,344.57,

and such power shall expire on the conclusion of the annual general meeting of the Company to be held in 2017 or on 27 October 2017, whichever is earlier, but so 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.

**The directors believe that the proposals in resolutions 1 to 8 are in the best interests of shareholders as a whole. The directors will be voting in favour of them and unanimously recommend that you do so as well.**

On behalf of the Board

**Nicholas Martin Ball**  
Company Secretary

7 July 2016

Registered office:  
London Heliport, Bridges Court Road, London, SW11 3BE

Registered in England and Wales under company number 06387173

# Notes

1. A shareholder is entitled to appoint another person as that shareholder's proxy to exercise all or any of that shareholder's rights to attend and to speak and vote at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy does not need to be a shareholder of the Company. If you are appointing more than one proxy you will need to state clearly on each form of proxy the number of shares in relation to which the proxy is appointed, and ensure that, taken together, the numbers of shares stated on the forms of proxy do not exceed your holding. A proxy is legally required to vote in accordance with any voting instructions given by his appointing shareholder. A shareholder may not appoint more than one proxy to exercise rights attached to any one share. Where a shareholder appoints more than one proxy, on a vote on a show of hands the proxies shall only be entitled to one vote collectively.
2. A personalised form of proxy for use in connection with the Annual General Meeting is enclosed with the document of which this notice forms part. If you do not have a personalised form of proxy and believe that you should, please contact the Company's registrars, Capita Asset Services, PXS1 34 Beckenham Road, Beckenham, Kent BR3 4ZF. Completion and return of a form of proxy will not prevent a shareholder from attending and voting at the Annual General Meeting. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.
3. To appoint a proxy or proxies shareholders must complete:  
(a) a form of proxy, sign it and return it, together with the power of attorney or any other authority under which it is signed, or a notarially certified copy of such authority, to the Company's registrars Capita Asset Services, PXS1 34 Beckenham Road, Beckenham, Kent BR3 4ZF; or (b) a CREST Proxy Instruction (see note 4 below), in each case so that it is received no later than 09:00 a.m. on 26 July 2016.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (available via <http://www.euroclear.com/CREST>). CREST Personal Members or other CREST sponsored members and those CREST members who have appointed any 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 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 Asset Services (ID RA 10) by the latest time for receipt of proxy appointments set out in paragraph 3 above. 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 Company'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.  
  
CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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 any voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is 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.  
  
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.
5. Only those shareholders included in the register of members of the Company at close of business on 26 July 2016 or, if the meeting is adjourned, in the register of members two working days before the time for holding any adjourned meeting, will be entitled to attend and to vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after the relevant deadline will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

# Explanatory Notes to the Notice of Annual General Meeting

The following notes provide an explanation as to why the resolutions set out in the notice are to be put to shareholders.

Resolutions 1 to 7 are ordinary resolutions. These resolutions will be passed if more than 50% of the votes cast for or against are in favour.

## Resolution 1 - Laying of accounts

The directors are required by the Companies Act 2006 to present to the shareholders of the Company at a general meeting the reports of the directors and auditors, and the audited accounts of the Company, for the year ended 31 March 2016. The reports of the directors and the audited accounts have been approved by the directors, and the report of the auditors has been approved by the auditors, and a copy of each of these documents may be found in the annual accounts and reports, starting at page 23.

## Resolution 2 – Declaration of a final dividend

The directors are recommending a final dividend of 2.94 pence per ordinary share (in gross amount), payable on 7 September 2016 to holders on the register as at close of business on 5 August 2016 (the "Dividend"). Payment of the Dividend requires shareholder approval and its amount may not exceed the amount recommended by the directors. Please also see the note to resolution 3 below.

## Resolution 3 – Scrip dividend scheme

This resolution will permit the directors to put in place a scrip dividend scheme in accordance with article 140 of the Company's article of association, that is authority to offer shareholders the option to receive ordinary shares, credited as fully paid up, instead of cash in respect of the Dividend and any future dividends. This authority, if given, will be for a total of three years from the date of approval. Enclosed with the notice of annual general meeting are forms of election and full terms and conditions which also give full information about the scrip dividend scheme. The full terms and conditions will also be made available on the Company's website [www.plasticscapital.com](http://www.plasticscapital.com). The timetable in relation to the dividend is shown below:

Event	Date
Annual General Meeting	29 July 2016
Ex-dividend date	4 August 2016
Record date	5 August 2016
Scrip reference share price calculation dates	4 August 2016 – 10 August 2016
Scrip reference share price announcement date	11 August 2016
Last date for receipt of election forms / notification via CREST from shareholders electing to receive ordinary shares instead of cash	22 August 2016
Dividend payment date	
Expected date of issue, admission and first day of dealings in the new shares on AIM	7 September 2016

The deadline for shareholders to elect to receive ordinary shares instead of cash in respect of the Dividend is 5:00 p.m. on 22 August 2016. The number of ordinary shares shareholders are entitled to receive in lieu of cash in respect of any particular dividend will be calculated by reference to the scrip dividend calculation price as set out in the Company's articles of association, that is, the average of the closing middle market quotations of an ordinary share derived from the London Stock Exchange Daily Official List for the five consecutive business days commencing on the relevant ex-dividend date or the par value of an ordinary share (whichever is higher).

## Resolution 4 – Reappointment of Nicholas Martin Ball

The Company's articles of association require that any director who was not appointed or reappointed at either of the last two annual general meetings before this meeting must retire, although they may offer themselves for reappointment. Nicholas Martin Ball is retiring and seeking reappointment. Information in relation to Nicholas Martin Ball is shown on page 22 of the annual report and accounts.

## Resolution 5 – Auditors' reappointment

The Companies Act 2006 requires that auditors be appointed at each general meeting at which accounts are laid, to hold office until the next such meeting. This resolution seeks shareholder approval for the reappointment of KPMG LLP as the auditors of the Company.

## Resolution 6 – Auditors' remuneration

This resolution gives the directors the authority to determine the remuneration of the auditors for the audit work to be carried out by them in the next financial year.

## Resolution 7 - Authority of the directors to allot shares

Under the Companies Act 2006, the directors of a company may only allot shares if authorised to do so by the shareholders in general meeting. Resolution 7 gives the directors authority to allot shares up to an aggregate nominal amount of £117,815.24. This is equivalent to approximately one third of the Company's existing issued ordinary share capital.

**Resolution 8 is a special resolution. This resolution will be passed if not less than 75% of the votes cast for and against are in favour.**

## Resolution 8 – Disapplication of statutory pre-emption rights

This resolution permits the directors to allot shares for cash without first offering them to existing shareholders in accordance with the Companies Act 2006 up to an aggregate nominal amount of £35,344.57. This amount is equivalent to approximately 10 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. If passed, this authority will expire at the same time as the authority to allot shares given pursuant to resolution 7.