

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. Amongst other things, it sets out the resolutions to be proposed at a General Meeting of Plastics Capital plc (registered number 6387173) (the "Company") to be held at St Mary's House, 42 Vicarage Crescent, London SW11 3LD on 18 November 2013 at 09:30 a.m. **If you are in any doubt about the contents of this document you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 ("FSMA").** The whole of the text of this document should be read. **If you have sold or transferred all of your Ordinary Shares in the Company, please pass this document and Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. If you have sold or transferred only part of your holding of Ordinary Shares you should retain these documents and consult with the stockbroker, bank or agent through whom the sale or transfer was effected.**

A notice convening a General Meeting of the Company to be held at the offices of the Company, St Mary's House, 42 Vicarage Crescent, London SW11 3LD at 09:30 a.m. on 18 November 2013 is set out at the end of this document. A Form of Proxy also accompanies this document for use at the General Meeting. To be valid, the Form of Proxy should be completed and returned to the Company's registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham BR3 4TU, in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 09:30 a.m. on 14 November 2013. Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

The Existing Ordinary Shares are admitted to trading on AIM. Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective and that dealings in the VCT Placing Shares will commence on AIM on 19 November 2013, and that Second Admission will become effective and that dealings in the Non-VCT Placing Shares will commence on AIM on 20 November 2013.

Plastics Capital plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 6387173)

Placing of 2,700,000 Ordinary Shares at 100 pence per share

Proposed Acquisition of Beijing Higher Shengli Printing Science and Technology Co., Ltd

and

Notice of General Meeting

The distribution of this document and/or the accompanying Form of Proxy in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

Cenkos Securities plc ("**Cenkos**"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as nominated adviser and broker to the Company and no-one else in connection with the Placing. The responsibilities of Cenkos as the Company's nominated adviser and broker, under the AIM Rules for Nominated Advisers, are owed solely to London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of its decision to acquire shares in the Company in reliance on part of this document, or otherwise. Cenkos will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cenkos, or for providing advice in relation to the arrangements set out in this document. Cenkos will not regard any other person as its customer nor be responsible to any other person for providing the protections afforded to customers of Cenkos nor for providing advice in relation to the transactions detailed in this document. Cenkos is not making any representation or warranty, express or implied, as to the content or completeness of this document.

This document does not constitute a prospectus for the purposes of section 85 of FSMA and any offer to the public is exempt by virtue of section 86 of FSMA nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document has not been approved for issue by any person for the purposes of Section 21 of FSMA. This document does not constitute or form part of any offer or invitation, to buy, subscribe for or sell, or the solicitation of an offer to buy, subscribe for or sell, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 as amended (the "**Securities Act**") or qualified for sale under the laws of any state of the United States or under the applicable laws of any of Canada, Australia, the Republic of South Africa or Japan and, subject to certain exceptions, may not be offered or sold in the United States or to, or for the account or benefit of, US persons (as such term is defined in Regulation S under the Securities Act) or to any national, resident or citizen of Canada, Australia, the Republic of South Africa or Japan. The distribution of this document in other jurisdictions may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, this document may not be distributed, directly or indirectly, in or into the United States, Canada, the Republic of South Africa, Australia or Japan. Overseas shareholders and any person (including, without limitation, nominees and trustees), who have a contractual or other legal obligation to forward this document to a jurisdiction outside the UK should seek appropriate advice before taking any action.

You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company set out on pages 8 to 13 of this document which provides details of the Placing Shares and the Proposed Acquisition, and recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

A notice convening a General Meeting of the Company to be held at the offices of the Company at St Mary's House, 42 Vicarage Crescent, London SW11 3LD at 09:30 a.m. on 18 November 2013 is set out at the end of this document. A Form of Proxy accompanies this document. **To be valid, Forms of Proxy for use at the meeting must be completed and returned so as to be received at the offices of the Company's Registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham BR3 4TU not later than 09:30 a.m. on 14 November 2013.**

The completion and depositing of the Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so.

In accordance with the AIM Rules, this document will be available to Shareholders on the Company's website (www.plasticscapital.com) from the date of this document, free of charge.

FORWARD-LOOKING STATEMENTS

This document includes "forward-looking statements" which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group's financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group's control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

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DEFINITIONS

“Acquisition Agreement”	the acquisition agreement entered into on 31 October 2013 between PCTL (as buyer) and Beijing Shengli Weiye Printing Machinery Co. Ltd and Mr Zhixian Sun (as sellers) for the acquisition of the entire issued share capital of Shengli
“Act”	the UK Companies Act 2006 (as amended)
“AIM”	AIM, a market operated by London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies issued by London Stock Exchange plc as amended from time to time
“C&T”	C&T Matrix Limited, a private limited company incorporated in England & Wales under registered number 2981704 and having its registered office at St Mary’s House, 42 Vicarage Crescent, London SW11 3LD, a Group company
“Capita Asset Services”	a trading division of Capita Registrars Limited, a private limited company incorporated in England & Wales under registered number 2605568 and having its registered office at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU
“Cenkos”	Cenkos Securities plc, a public limited company incorporated in England & Wales under registered number 5210733 and having its registered office at 6-8 Tokenhouse Yard, London EC2R 7AS, the Company’s nominated adviser and broker to the Placing
“Company” or “Plastics Capital”	Plastics Capital plc, a public limited company incorporated in England & Wales under registered number 6387173 and having its registered office at St Mary’s House, 42 Vicarage Crescent, London SW11 3LD
“CREST”	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations)
“Directors” or “Board”	the directors of the Company, whose names are set out on page 6 of this document
“Enlarged Issued Share Capital”	the number of issued Ordinary Shares immediately following Second Admission
“Existing Ordinary Shares”	the 27,542,532 Ordinary Shares in issue at the date of this document
“First Admission”	the admission of the VCT Placing Shares to trading on AIM becoming effective in accordance with rule 6 of the AIM Rules
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting
“General Meeting”	the extraordinary general meeting of the Company convened for 09:30 a.m. on 18 November 2013 notice of which is set out on pages 14 to 15 of this document
“Group”	the Company and its subsidiary undertakings

“Non-VCT Placing Shares”	1,700,000 new Ordinary Shares which do not satisfy the VCT Conditions
“Notice of General Meeting”	the notice convening the General Meeting as set out herein
“Ordinary Shares”	ordinary shares of 1p each in the share capital of the Company
“PCTL”	means Plastics Capital Trading Limited, a private limited company incorporated in England & Wales under registered number 04605893 and having its registered office at St Mary’s House, 42 Vicarage Crescent, London SW11 3LD, a Group company
“Placees”	the subscribers for Placing Shares pursuant to the Placing
“Placing”	the conditional placing of the VCT and Non-VCT Placing Shares at the Placing Price pursuant to the Placing Agreement
“Placing Agreement”	the conditional agreement dated on or around 30 October 2013 between the Company and Cenkos
“Placing Price”	100 pence per Placing Share
“Placing Shares”	the VCT Placing Shares and Non-VCT Placing which have been conditionally placed by Cenkos
“Proposed Acquisition”	the proposed acquisition by PCTL of Shengli pursuant to the Acquisition Agreement
“Regulations”	the UK Uncertificated Securities Regulations 2001 (SI 2001 No.3755), as amended
“Resolutions”	resolutions set out in the notice of General Meeting, which accompanies this document
“RMB”	the lawful currency of the People’s Republic of China
“Second Admission”	the admission of the Non-VCT Placing Shares to trading on AIM becoming effective in accordance with rule 6 of the AIM Rules
“Shareholders”	holders of Existing Ordinary Shares and the term “Shareholder” shall be construed accordingly
“Shengli”	Beijing Higher Shengli Printing Science and Technology Co., Ltd a limited liability company incorporated in China whose registered address is at No.5 Factory Building A, No. 15 Jingsheng Nansi Street, Jinqiao Technology Industry Base, Tongzhou Park of Zhongguancun Science and Technology Park, Tongzhou District, Beijing whose business licence number is 110112015245535
“VCT Conditions”	the requirements set out in Part 6 of the Income Tax Act 2007, as amended
“VCT Placing Shares”	1,000,000 new Ordinary Shares to be issued to VCT investors and which are intended to satisfy the VCT conditions
“£”	the lawful currency of the United Kingdom

DIRECTORS, OFFICERS AND ADVISERS

Directors:	Faisal Rahmatallah, <i>Executive Chairman</i> Nick Ball, <i>Group Finance Director</i> Richard Vessey, <i>Non-executive Director</i> Andrew Walker, <i>Non-executive Director</i> Keith Butler-Wheelhouse, <i>Non-executive Director</i>
Registered Office:	St. Mary's House 42 Vicarage Crescent London SW11 3LD
Nominated Adviser and Broker:	Cenkos Securities plc 6-8 Tokenhouse Yard London EC2R 7AS
Joint Broker	First Columbus 11 Old Jewry London EC2R 8DU
Solicitors to the Company:	Dundas & Wilson LLP Northwest Wing Bush House Aldwych London WC2B 4EZ
Solicitors to the Nominated Adviser and Broker:	Memery Crystal LLP 44 Southampton Buildings London WC2A 1AP
Registrars:	Capita Asset Services The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication date of this document	31 October 2013
Latest time for receipt of Forms of Proxy for the General Meeting	09:30 a.m. on 14 November 2013
General Meeting	09:30 a.m. on 18 November 2013
Admission effective and trading in the VCT Placing Shares expected to commence on AIM	08:00 a.m. on 19 November 2013
Admission effective and trading in the Non-VCT Placing Shares expected to commence on AIM	08:00 a.m. on 20 November 2013
CREST accounts expected to be credited with VCT Placing Shares	19 November 2013
CREST accounts expected to be credited with Non-VCT Placing Shares	20 November 2013
Share certificates in respect of Placing Shares expected to be despatched by no later than (where applicable)	by 27 November 2013

If any of the details contained in the timetable above should change, the revised time and dates will be notified to Shareholders by means of a Regulatory Information Service (as defined in the AIM Rules). All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting and assume that the General Meeting is not adjourned.

In this document, all references to times and dates are to those observed in London, United Kingdom.

PLACING STATISTICS

Placing Price	100 pence
Number of Existing Ordinary Shares in issue at the date of this document	27,542,532
Number of VCT Placing Shares being issued by the Company for subscription in the Placing	1,000,000
Number of Non-VCT Placing Shares being issued by the Company for subscription in the Placing	1,700,000
Number of Ordinary Shares in issue immediately following First Admission	28,542,532
Number of Ordinary Shares in issue immediately following Second Admission	30,242,532
Percentage of Enlarged Issued Share Capital represented by the Placing Shares	8.93 per cent.
Amount being raised under the Placing (gross)	£2.7 million

LETTER FROM THE CHAIRMAN

Plastics Capital plc

(Incorporated in England and Wales with registered number 6387173)

Directors

Faisal Rahmatallah, *Executive Chairman*
Nick Ball, *Group Finance Director*
Richard Vessey, *Non-executive Director*
Andrew Walker, *Non-executive Director*
Keith Butler-Wheelhouse, *Non-executive Director*

Registered Office

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

To Shareholders and, for information purposes only, to the holders of options over Ordinary Shares

Dear Shareholder,

**Placing of 2,700,000 new Ordinary Shares at 100 pence per share
Proposed Acquisition of Shengli
and
Notice of General Meeting**

Introduction

Plastics Capital has, today, announced the terms of two placings by Cenkos, acting as the Company's nominated adviser and broker to the Placing, to raise £2.7 million by the issue and allotment by the Company of 2.7 million Ordinary Shares at the Placing Price of 100p each in order to fund the acquisition of Shengli.

The Placing is conditional (amongst other things) upon the passing of certain shareholder resolutions in order to ensure that the Directors have the necessary authority and power to allot the Placing Shares for cash on a non-pre-emptive basis. The General Meeting is therefore being convened at 09:30 a.m. on 18 November 2013 at the offices of the Company at St Mary's House, 42 Vicarage Crescent, London SW11 3LD for the purpose of considering the Resolutions. The Notice of General Meeting and Resolutions are set out at the end of this document.

The purpose of this document is to explain the background to and reasons for the Placing, why the Directors believe that it is in the best interests of the Company and its Shareholders as a whole, why the Directors are seeking authority from Shareholders to issue the Placing Shares for cash on a non-pre-emptive basis and to recommend that you vote in favour of the Resolutions. The Directors intend to vote in favour of the Resolutions in respect of their legal and/or beneficial shareholdings amounting, in aggregate, to 5,544,178 Ordinary Shares representing approximately 20.1 per cent. of the Ordinary Shares in issue as at the date of this document.

Background to and reasons for the Placing and Proposed Acquisition

Plastics Capital has four manufacturing businesses, one of which is C&T Matrix Limited ("C&T"). C&T focuses on the manufacture and sale of creasing matrix and accessories for the box making industry and the Directors consider C&T to be the world leader in the manufacture of plastic creasing matrix. C&T exports from the UK to approximately 80 countries around the world and has a large network of distributors globally. In revenue terms, C&T is currently the third largest of Plastics Capital's four manufacturing businesses.

Over the last three years, Plastics Capital has been steadily building up its activities in China, focusing on local market sales. Plastics Capital currently has 7 staff in China and achieved sales there of approximately £0.5 million in the financial year to 31 March 2013 and has recently started production in a new facility in China for machined bearings. The current focus in China is on plastic bearings, creasing matrix and hose mandrels.

China is one of the world's largest markets for plastic creasing matrix and the Chinese market is estimated by the Company to be worth approximately £5 million in annual sales and growing at a rate of between

15 and 20 per cent. per annum. Accordingly, the Directors believe the Chinese market for creasing matrix represents a significant opportunity for the Group.

The Group's progress in China to date has been good, but it still lacks scale. Plastics Capital now has the opportunity through its subsidiary, PCTL, to acquire Shengli, a leading Chinese manufacturer of creasing matrix. The acquisition of Shengli would enable the Group to increase its presence in China and would enable C&T and Shengli to realise significant synergies and improve the profitability of Shengli once within the Group. The Directors' believe that C&T currently retains approximately 8 per cent. of the plastic creasing matrix market in China which would increase to approximately 40 per cent. following the acquisition.

The Directors believe that the Proposed Acquisition would significantly strengthen the Company's activities in China, and its creasing matrix business globally.

Background information on Shengli

Shengli is a major Chinese manufacturer of plastic creasing matrix making plastic creasing matrix primarily for the Chinese market. The business was established in 1998 and incorporated in 2001 as Beijing Shengli Weiye Printing Machinery Co. Ltd, and is controlled by its Chairman Zhixian Sun, a Chinese entrepreneur. The business operated within Beijing Shengli Weiye Printing Machinery Co. Ltd until 2013, during which time the relevant assets and liabilities were transferred to a newly formed entity called Beijing Higher Shengli Printing Science and Technology Co., Ltd.

Shengli is located in the Tongzhou District of Beijing and currently employs approximately 50 employees in its factory.

Shengli is a leading player in the Chinese plastic creasing market and has approximately a 30 per cent. share of the Chinese plastic creasing matrix market. Shengli's international sales for the financial year to 31 December 2012 represented approximately 15 per cent. of its total sales. Globally, Shengli's market share of the creasing matrix market is estimated to be approximately 5 to 10 per cent.

Shengli has a strong distribution network throughout China consisting of over 100 distributors, in addition to approximately 150 direct customers.

The trading record of Shengli for the three years ended on 31 December 2012, as extracted from Beijing Shengli Weiye Printing Machinery Co., Ltd's audited consolidated financial statements, together with unaudited management accounts for the half year ended on 30 June 2013 is summarised below:

	<i>Year ended 31 December 2010 £'000</i>	<i>Year ended 31 December 2011 £'000</i>	<i>Year ended 31 December 2012 £'000</i>	<i>Half year ended 30 June 2013 £'000</i>
Revenues	1,580	1,722	1,978	993
Operating Profit	718	748	844	343
Profit before tax	521	550	651	245
Net income	376	400	473	184

All financial data translated at an assumed exchange rate of 9.67 RMB to the £.

Key terms of the Proposed Acquisition

Under the terms of the Acquisition Agreement, PCTL has conditionally agreed to acquire the entire issued share capital of Shengli from its shareholders Beijing Shengli Weiye Printing Machinery Co., Ltd and Mr Zhixian Sun.

The completion of the Proposed Acquisition is subject to the satisfaction of various conditions, including:

- the competent Chinese governmental authority having duly approved Shengli as a "Foreign Trade Operator" and having been granted a revised "Business Licence";
- all the relevant assets and business concerned in the creasing matrix business having been transferred to Shengli to the satisfaction of PCTL;

- Shengli having entered into a trademark license contract in a form satisfactory to PCTL in respect of a valuable business trademark owned by a third party and used by the business;
- Shengli having entered into a new lease in a form satisfactory to PCTL in respect of the factory used by Shengli;
- all agents, distributors, retailers, suppliers having continued to do business with Shengli in accordance with the relevant third party agreements in the period prior to completion;
- Shengli having a level of cash as is necessary to run the business (being in any event not less than RMB 1,000,000) without the requirement for any additional working capital in the first six months following completion; and
- there being no breach of the warranties contained in the Acquisition Agreement.

The above list is not exhaustive. However, the Placing is not a condition to the Proposed Acquisition. The Acquisition Agreement provides that subject to satisfaction of the various closing conditions, completion will take place on or prior to 31 December 2013.

The consideration payable for the issued share capital of Shengli is RMB 25,000,000 (approximately £2,600,000 million, based on a current assumed exchange rate of 9.67 RMB to the £), subject to a net asset adjustment based on the net asset value at completion of the transaction as compared to a forecast valuation.

Any excess funds raised as a result of the Placing will be applied towards the general working capital requirements of the Company or otherwise as the Directors, in their absolute discretion, may determine.

RMB 12,500,000 is payable to the sellers on completion of the Acquisition Agreement, with the balance of the consideration payable following determination of the actual net asset valuation of Shengli at completion, as determined by reference to audited completion financial statements.

In the event that Shengli's net assets value in the audited closing financial statements is less than the forecasted net asset value at closing, the consideration will be subject to a downward adjustment on a RMB 1 for RMB 1 basis. Within 30 days of completion of the Acquisition, the parties shall cause BDO LLP to audit the closing financial statements to determine Shengli's net assets value at closing in accordance with the PRC GAAP and certain assumptions agreed between the parties.

The Company expects the adjusted consideration payable to be approximately RMB 21,700,000 (approximately £2.2 million, based on a current assumed exchange rate of 9.67 RMB to the £), based on information currently available.

The Acquisition Agreement is governed by the law of the People's Republic of China.

Financial position and current trading of the Company

On 25 June 2013, Plastics Capital announced its final results for the year ended 31 March 2013, which included the following summary consolidated figures:

Financial Summary:

	Year ended 31 March 2013 £'000	Year ended 31 March 2012 £'000
Revenue	31,407	32,096
EBITDA*	4,484	5,024
Profit before tax*	3,300	3,765
EPS (p)*	10.0	10.1
DPS (p)	2.0	1.0
Net Debt	8,369	10,148

* excluding amortisation, exceptional costs, unrealised foreign exchange translation and derivative gains/losses.

+ applying a standard tax charge of 24 per cent. and a R&D tax credit of £1 million (FY2012 – 26 per cent.) and based on the average number of shares currently in issue in the year.

On 12 September 2013, the Company issued an update on trading performance for the financial year to date. In summary, the Company continues to trade broadly in line with market expectations.

Mandrel sales have been strong during the first half of the current financial year and this part of the business is benefitting from both a general improvement in demand for the Company's existing products, introduction of new products and the positive effects of the Group's business development initiatives that have been introduced over the last three years.

Within the bearings business, the Company won its first project for integrated plastic bearings to be used in automotive instrument control knobs since the beginning of the financial year. This project is expected to contribute £200,000 sales per annum when in full production. A further six smaller projects in the bearings business have also been won since the start of the financial year amounting to a total annualised sales value of £600,000 when in full production. Instrument control knobs are expected to continue to be an exciting new application area for the Company with significant potential for further projects in the near future.

The industrial film packaging business has successfully completed the installation and commissioning of the new high speed extrusion line. New film compositions and types have been trialled and are being introduced into the market.

The creasing matrix business continues to drive forward in emerging markets where sales growth is strong due to the provision of efficient technical solutions at large cardboard packaging companies, where more than twenty new accounts have been won since the beginning of the financial year.

The above information is not a substitute for reading the full text of the full year results and trading update, which can be found on Plastics Capital's website at: www.plasticscapital.com.

Details of the Placing

The Company proposes to raise approximately £2.1 million (net of expenses) through the issue of the Placing Shares at the Placing Price. The maximum number of Placing Shares would represent approximately 8.9 per cent. of the Company's issued ordinary share capital immediately following Second Admission.

The Placing consists of the separate admission to AIM of the VCT Placing Shares and the Non-VCT Placing Shares. The reason for splitting the Placing into two elements is to ensure that the VCT Placing Shares subscribed by certain placees comply with the VCT Conditions, and as such qualify as Venture Capital Trust investments. In order to achieve this, it is necessary to ensure that the Placing in respect of the VCT Placing Shares is completed prior to the Placing in respect of the Non-VCT Placing Shares. Accordingly, it is expected that First Admission in respect of the VCT Placing Shares will occur on 19 November 2013 and Second Admission in respect of the Non-VCT Placing Shares will occur on 20 November 2013.

The Placing Agreement

Cenkos has entered into the Placing Agreement with the Company whereby it has agreed to use its reasonable endeavours, as agent for the Company, to procure placees for 2,700,000 Placing Shares.

The Placing is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and the Acquisition Agreement having been entered into and remaining in full force and effect. First Admission is conditional, *inter alia*, upon admission of the VCT Placing Shares to AIM becoming effective on or before 8.00 a.m. on 4 December 2013. Second Admission is conditional, *inter alia*, upon First Admission having occurred and admission to AIM of the Non-VCT Placing Shares becoming effective on or before 8.00 a.m. on 5 December 2013.

The Placing Agreement contains warranties from the Company in favour of Cenkos in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Company and its business. In addition, the Company has agreed to indemnify Cenkos in relation to certain liabilities it may incur in respect of the Placing. Cenkos has the right to terminate the Placing Agreement in whole or in part at any time prior to Second Admission in certain circumstances, in particular, in the event of a breach of the warranties given under the Placing Agreement.

Subject to the satisfaction or waiver of the relevant conditions, the Placing will be completed, and the admission to AIM of the Placing Shares will take place prior to completion of the Acquisition Agreement. In the event that the Acquisition Agreement is terminated due to failure to satisfy the completion conditions or otherwise in accordance with its terms the use of the proceeds of the Placing would be at the absolute discretion of the Directors. The Directors would consider, in consultation with Cenkos, whether or not to use the proceeds to finance other carefully selected acquisitions approved (if necessary) by Shareholders and/or for any other purpose. In addition, at their absolute discretion, the Directors may examine means by which the funds raised could be returned to the relevant Shareholders, it being recognised that such a return of funds would be difficult to achieve.

Settlement and dealings

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that First Admission will become effective and that dealings in the VCT Placing Shares will commence on AIM on 19 November 2013 and that Second Admission will become effective and that dealings in the Non-VCT Placing Shares will commence on AIM on 20 November 2013.

The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares including the right to receive dividends and other distributions declared following the Placing.

General Meeting

An extraordinary general meeting of the Company has been convened for 09:30 a.m. on 18 November 2013 at the offices of the Company at St Mary's House, 42 Vicarage Crescent, London SW11 3LD.

The Company currently does not have sufficient authority to allot shares under the Act to effect the Placing. Accordingly the Resolutions, briefly summarised below, are being proposed at the General Meeting to ensure that the Directors have sufficient authority to allot the Placing Shares on a non-pre-emptive basis. The Resolutions are:

- (1) an ordinary resolution to authorise the directors to allot the Placing Shares up to an aggregate nominal value of £27,000; and
- (2) conditional upon passing resolution (1) above, a special resolution to disapply statutory pre-emption rights in respect of the allotment of the Placing Shares, with an aggregate nominal value of up to £27,000.

Resolution 1 is an ordinary resolution and requires a majority of more than 50 per cent. of the Shareholders voting to be passed. Resolution 2 is a special resolution and requires the approval of not less than 75 per cent. of the Shareholders voting to be passed.

The notice convening the General Meeting is set out at the end of this document.

Action to be taken by Shareholders

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed on it so as to arrive at the Company's Registrars, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham BR3 4TU. Return of the Form of Proxy will not prevent Shareholders from attending and voting at the General Meeting should they so wish. Shareholders who hold their Ordinary Shares through a nominee should instruct their nominees to submit a Form of Proxy on their behalf.

Recommendation

The Directors consider that the Placing is in the best interests of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their aggregate shareholding of 5,544,178 Ordinary Shares, which represents approximately 20.1 per cent. of the Existing Ordinary Shares.

Yours faithfully,

Faisal Rahmatallah,
Executive Chairman

Plastics Capital plc

(Incorporated in England and Wales with registered number 6387173)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Plastics Capital plc (the "Company") will be held at the offices of the Company at St Mary's House, 42 Vicarage Crescent, London SW11 3LD on 18 November 2013, at 09:30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

Ordinary Resolution

To consider, and if thought fit, pass Resolution 1 as an ordinary resolution:

1. THAT, without prejudice to any existing authority to allot shares in the Company, the directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot ordinary shares of one penny each in the capital of the Company ("Ordinary Shares") up to a maximum aggregate nominal value of £27,000 in connection with the Placing (as defined in the circular to the Company's shareholders dated 31 October 2013 (the "Circular")) provided that this authority shall expire at the conclusion of the Company's next annual general meeting (unless previously revoked, varied or renewed by the Company in a general meeting) save that the Company may make offers or agreements before the expiry thereof which would or might require Ordinary Shares to be allotted after the expiry of such authority and the directors of the Company may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolution

To consider, and if though fit, pass Resolution 2 as a special resolution:

2. THAT, subject to the passing of Resolution 1 above, the directors of the Company be and they are hereby empowered in accordance with section 571 of the Act to allot equity securities (as defined by section 560 of the Act) up to an aggregate nominal amount of £27,000 of ordinary shares of one penny each in the capital of the Company in connection with the Placing pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act did not apply to any such allotments provided that this power will expire at the conclusion of the Company's next annual general meeting but 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 of the Company may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board

31 October 2013

Nick Ball
Group Financial Director and Company Secretary
Plastics Capital plc

Registered office:
St. Mary's House
42 Vicarage Crescent
London SW11 3LD

NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

1. A member entitled to attend and vote at the extraordinary general meeting (the Meeting) is entitled to appoint another person as their proxy to exercise all or any of their 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 them 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.
2. 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 Asset Services, 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.
3. 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.
4. 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 6:00 p.m. on 14 November 2013 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.
5. 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.
6. 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 no later than 09:30 a.m. on 14 November 2013. 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. 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.
7. 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.

