
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 affected for transmission to the purchaser or transferee.

Notice of Annual General Meeting

The 2018 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 14:00 on 30 July 2018 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 2018.
2. To approve the directors' remuneration report for the year ended 31 March 2018.
3. To reappoint Faisal Rahmatallah as a director of the Company.
4. To reappoint Richard Vessey 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 aggregate nominal amount of £129,983.84 (being approximately one-third of the Company's issued share capital) provided that such authority shall expire (unless previously revoked or renewed by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2019 or 31 October 2019, whichever is earlier, except 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 Resolutions

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

8. That 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 on them by resolution 7 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006, in each case as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to:
 - (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or any stock exchange or any other matter whatsoever; and

- (b) any such allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £19,497.57.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the directors by resolution 7 expires, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

9. That, in addition to any authority granted under resolution 8, the directors be empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by resolution 7 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Companies Act 2006, in each case as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be:

- (a) limited to any such allotment and/or sale of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £19,497.57; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This authority shall expire, unless previously revoked or renewed by the Company in general meeting, at such time as the general authority conferred on the directors by resolution 7 expires, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and/or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

The directors believe that the proposals in resolutions 1 to 9 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

5 July 2018

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

Registered in England and Wales under
company number 06387173

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, Link 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, Link 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 14.00 on 26 July 2018.
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 Link 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 2018 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 2018. 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 25.

Resolution 2 – Remuneration Report

Although it is not required to do by law, in order to demonstrate its commitment to following best practice in corporate governance and executive remuneration, the Company prepares an annual report on the remuneration of its directors (the Directors' Remuneration Report), which is included in the annual accounts and reports, on page 26. Shareholders are asked to approve this Report. If the Report is not approved, the directors will still be paid but the Remuneration Committee will reconsider its policy.

Resolutions 3 and 4 – Reappointment of Faisal Rahmatallah and Richard Vessey

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. Faisal Rahmatallah and Richard Vessey are retiring and seeking reappointment. Information in relation to Faisal Rahmatallah and Richard Vessey is shown on page 24 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 KPMG LLP as 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 6 gives the directors authority to allot shares up to an aggregate nominal amount of £129,983.84. This is equivalent to approximately one third of the Company's existing issued ordinary share capital. This authority will expire (unless previously revoked or renewed by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2019 or 31 October 2019, whichever is earlier.

Resolutions 8 and 9 are special resolutions. These resolutions will be passed if not less than 75% of the votes cast for and against are in favour.

Resolutions 8 and 9 – Disapplication of statutory pre-emption rights

Resolution 8 permits the directors to allot shares for cash/or sell shares from treasury (if any are so held) without first offering them to existing shareholders in accordance with the statutory pre-emption rights under Companies Act 2006: (i) up to an aggregate nominal amount of £19,497.57. This amount is equivalent to approximately 5 per cent. of the Company's existing issued share capital (excluding any shares held in treasury) (ii) in respect of a rights issue, open offer or other offer that generally provides existing shareholders with the opportunity to subscribe for new shares pro rata to their existing holdings. This part of the authority is designed to give the directors flexibility to exclude certain shareholders from such an offer where the directors consider it necessary or desirable to do so in order to avoid legal, regulatory or practical problems that would otherwise arise.

Under resolution 9, it is proposed that the directors be authorised to disapply statutory pre-emption rights in respect of an additional 5% of the Company's existing issued share capital (excluding shares held in treasury). The directors consider that proposing this resolution is appropriate for the Company's circumstances and, in accordance with the Pre-Emption Group's Principles, the directors confirm that the authority will only be used in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If passed, the authorities in resolutions 8 and 9 will expire at the same time as the authority to allot shares given pursuant to resolution 7.