

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to what action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your registered holdings of ordinary shares in the Company please forward this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager, or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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*(Registered in England and Wales with no. 29559)*

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the annual general meeting of the Company to be held at Linton Park, Linton, Maidstone, Kent, ME17 4AB on 10 June 2020 at 11.30 a.m. is set out at the end of this document and the recommendation of the Directors is set out on page 4.

A form of proxy for use at the annual general meeting is enclosed. However, a proxy may also be appointed for CREST members, by using the CREST electronic proxy appointment service. To be valid, any instrument appointing a proxy must be received by the Company's Registrars, Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible but in any event so as to arrive no later than 11.30 a.m. on 8 June 2020.



(Registered in England and Wales with no. 29559)

#### **Directors**

Malcolm Perkins  
Tom Franks  
Graham Mclean  
Susan Walker  
Chris Relleen\*  
Frédéric Vuilleumier\*  
William Gibson\*  
Gautam Dalal\*  
Simon Turner\*\*  
Jonathon Bond\*

\* Independent non-executive directors

\*\* Non-executive director

#### **Registered Office**

Linton Park  
Linton, Maidstone  
Kent, ME17 4AB

15 May 2020

### *To holders of ordinary shares of 10 pence each in the Company*

Dear Shareholder

This letter accompanies the 2019 Annual Report and Accounts and gives details of the business to be transacted at the annual general meeting (the **"Meeting"**).

#### **Annual General Meeting**

Notice of the Meeting (the **"Notice"**) is given on page 5.

Resolutions 1 to 16 (inclusive) set out in the Notice deal with the business to be transacted at the Meeting. Further explanation in relation to resolutions 2 and 3, resolutions 4 to 13 and resolution 16, is set out below.

#### **Resolution 2 – Directors' Remuneration Report (Ordinary Resolution)**

Resolution 2 is to approve the Directors' Remuneration Report, other than the part containing the Directors' remuneration policy. The Directors' Remuneration Report is set out on pages 37 to 38 of the 2019 Annual Report and Accounts.

#### **Resolution 3 – Directors' Remuneration Policy (Ordinary Resolution)**

Resolution 3 seeks shareholder approval for the Directors' remuneration policy, which was last approved by shareholders in 2017. If Resolution 3 is passed, the Directors' remuneration policy will take effect from the conclusion of the Meeting on 10 June 2020.

#### **Resolutions 4 to 13 – Re-election and election of Directors (Ordinary Resolutions)**

The Articles of Association of the Company (the **"Articles"**) require each of the Directors to retire at each annual general meeting. At the meeting, each of Malcolm Perkins, Tom Franks, Graham Mclean, Susan Walker, Chris Relleen, Frédéric Vuilleumier, William Gibson and Gautam Dalal will retire. The Directors are offering themselves for re-election and resolutions 4 to 11 propose the re-election of the Directors.

Simon Turner and Jonathon Bond, having been appointed to the Board since the last annual general meeting, will seek election to the Board. Resolutions 12 and 13 proposes the election of such Directors.

Brief biographies of the Directors are set out on pages 28 to 29 of the 2019 Annual Report and Accounts. I confirm that it is in the best interests of the Company for each Director to be elected or re-elected as applicable.

## Resolution 16 – Purchases of own shares by the Company (Special Resolution)

Resolution 16 to be proposed at the Meeting seeks authority from holders of ordinary shares of 10 pence each in the capital of the Company (“**ordinary shares**”) for the Company to make market purchases of its own ordinary shares, such authority being limited to the purchase of a maximum number of 276,200 ordinary shares, representing 10% of the voting rights in the Company as at 14 May 2020. The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to the higher of 5% above the average of the middle market quotations of the Company’s ordinary shares, as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange, for the five business days prior to the purchase and the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS. The minimum price payable by the Company for the purchase of its own ordinary shares will be 10 pence per share (being an amount equal to the nominal value of an ordinary share). This authority expires at the next annual general meeting of the Company or, if earlier, 15 months from the date on which the resolution was passed.

The authority to purchase the Company’s own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company at the time. The Directors have no present intention of exercising this authority. The resolution renews a similar resolution passed at the annual general meeting of the Company held on 6 June 2019. Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares will remain in issue and will be capable of being re-sold or cancelled by the Company.

### Action to be taken

You are asked to either:

1. Complete the enclosed form of proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to the Company’s Registrars, Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, so as to arrive no later than 48 hours before the time of the Meeting; or
2. If you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in note (iv) to the Notice.

### Location of Meeting

The Meeting will be held at Linton Park, Linton, Maidstone, Kent, ME17 4AB.

### Impact of Coronavirus (COVID-19) on the AGM

The Board is closely monitoring developments relating to the COVID-19, pandemic, and the health and wellbeing of the Company’s shareholders, customers and employees continue to remain of paramount importance. The UK Government has passed into law mandatory measures in order to reduce the transmission of COVID-19 (the “Stay at Home Measures”). These measures prohibit, amongst other things, individuals engaging in non-essential travel and public gatherings of more than two people, save where the gathering is essential for work purposes. At the time of the publication of this Notice, these measures remain in place. Whilst we remain legally required to hold our AGM, the Stay at Home Measures, if still in place at the time of the AGM, will significantly restrict our ability to follow our usual AGM format. As a result, it is currently intended that this year’s AGM will be run as a closed meeting and shareholders will not be able to attend in person. Shareholders and guests who travel to the meeting will be refused entry. The Company will make arrangements such that the legal requirements to hold the meeting can be satisfied through the attendance of a minimum number of people who are essential for the business of the AGM, and the format of the meeting will be purely functional. Having regard to their own safety and that of others, shareholders are respectfully asked to comply with the Stay at Home Measures, if these measures are still in place at the date of the AGM, and not make plans to attend the AGM.

Shareholders are strongly encouraged to submit a proxy vote in advance of the meeting and, given the current restrictions on attendance, to appoint the Chairman of the Meeting as their proxy rather than a named person who will not be permitted to attend the meeting. Details on how to submit your proxy vote by post, online or through CREST are set out on page 7 of this Notice. Shareholders may submit questions on the resolutions proposed at the meeting by email to: [investorrelations@camellia.co.uk](mailto:investorrelations@camellia.co.uk), to arrive no later than 48 hours before the Meeting. The Company will publish a Q&A response on its website at <https://www.camellia.plc.uk/investors> covering key questions asked by Shareholders in relation to the business of the meeting and will endeavour to answer questions not published on the website individually so far as practicable. The results of the votes on the proposed resolutions will be announced in the normal way as soon as practicable after the conclusion of the AGM.

This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of general meetings during the affected period. Accordingly, we ask that you check our website at <https://www.camellia.plc.uk/investors> regularly, as any changes to the arrangements for the AGM (including any change to the location and/or timing of the AGM) will be communicated to shareholders on our website before the meeting.

## Recommendation

The Board believes that the resolutions to be put to the Meeting are in the best interests of the shareholders as a whole and, accordingly, recommends that shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their beneficial shareholdings in the Company.

Yours sincerely

Malcolm Perkins  
**Chairman**

## NOTICE OF ANNUAL GENERAL MEETING



*(Registered in England and Wales with no. 29559)*

**NOTICE** is hereby given that the annual general meeting of Camellia Plc (the “**Company**”) will be held at Linton Park, Linton, Maidstone, Kent ME17 4AB on 10 June 2020 at 11.30 a.m. for the transaction of the following business:

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

### ORDINARY RESOLUTIONS

1. That the Company's annual accounts for the year ended 31 December 2019, together with the Directors' Report, the Strategic Report and the Auditors' Report on those accounts be approved.
2. That the Directors' Remuneration Report (other than the part containing the Directors' remuneration policy), which is set out in the Annual Report of the Company for the year ended 31 December 2019, be approved.
3. That the Directors' remuneration policy set out on page 37 of the Directors' Remuneration Report contained within the Annual Report of the Company for the year ended 31 December 2019, be approved.
4. That Malcolm Perkins be re-elected as a Director.
5. That Tom Franks be re-elected as a Director.
6. That Graham Mclean be re-elected as a Director.
7. That Susan Walker be re-elected as a Director.
8. That Chris Relleen be re-elected as a Director.
9. That Frédéric Vuilleumier be re-elected as a Director.
10. That William Gibson be re-elected as a Director.
11. That Gautam Dalal be re-elected as a Director.
12. That Simon Turner, having been appointed to the Board since the last annual general meeting, be elected as a Director.
13. That Jonathon Bond, having been appointed to the Board since the last annual general meeting, be elected as a Director.
14. That Deloitte LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
15. That the Directors be authorised to determine the auditors' remuneration.

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

## SPECIAL RESOLUTION

- 17 That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (the “**Act**”) to make market purchases (as defined in section 693 of the Act) of ordinary shares of 10 pence each in the capital of the Company (“**ordinary shares**”), on such terms and in such manner as the Directors may determine, provided that:
- 17.1 The maximum number of ordinary shares hereby authorised to be purchased is 276,200;
- 17.2 The minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10 pence per share, being the nominal amount thereof;
- 17.3 The maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS;
- 17.4 The authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next annual general meeting of the Company and 6pm on 9 September 2021; and
- 17.5 The Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.

BY ORDER OF THE BOARD

**Amarpal Takk**  
*Secretary*

15 May 2020

Registered Office:  
Linton Park  
Linton, Maidstone  
Kent, ME17 4AB

### Notes:

- (i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his or her behalf. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.
- (ii) To appoint a proxy you may:
- (a) use the form of proxy enclosed with this Notice of the Meeting. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at the Company’s Registrars, Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by no later than 11.30 a.m. on 8 June 2020; or
- (b) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in note (iv) below.

Completion of the form of proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.

- (iii) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at the close of business on 8 June 2020 shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at such a time. If the Meeting is adjourned, the time by which a person must be entered in the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 48 hours before the time of any adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (iv) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) 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 made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland's specifications and must contain the information required for such instructions, as described in the CREST Manual ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message must be transmitted so as to be received by the issuer's agent, Link Asset Services (ID RA1Ø), by 11.30 a.m. on 8 June 2020. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 (a) voting service provider(s), to procure that his/her 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.

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 (as amended).

- (v) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (vi) Copies of the service contracts and letters of appointment, as applicable, between the Directors and the Company or its subsidiary undertakings are available for inspection at the registered office of the Company, Linton Park, Linton, Maidstone, Kent ME17 4AB during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Meeting and will be available for inspection at the place of the Meeting for at least 15 minutes prior to and during the Meeting.
- (vii) As at 14 May (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 2,824,500 ordinary shares, carrying one vote each. The Company has 62,500 issued ordinary shares which are held by subsidiaries of the Company and under the Companies Act 2006 no voting rights are exercisable in respect of these shares whilst they remain so held. Therefore, the total voting rights in the Company as at 14 May 2020 were 2,762,000.