

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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## Camellia Plc

*(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 (the “Meeting”) to be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW on 5 June 2014 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 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, Capita 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 3 June 2014.



# Camellia Plc

(Registered in England and Wales with no. 29559)

## Directors

Mr M C Perkins  
Mr C J Ames  
Mr P J Field  
Mr A K Mathur  
Mr C J Relleen\*  
Mr M Dünki\*  
Mr C P T Vaughan-Johnson\*  
Mr F Vuilleumier\*

\* non-executive Directors

## Registered Office

Linton Park  
Linton, Near Maidstone  
Kent ME17 4AB

24 April 2014

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

Dear Shareholder

This letter accompanies the 2013 Annual Report and Accounts and gives details of the business to be transacted at the Meeting.

## Annual General Meeting

Notice of the Meeting is given on page 5.

Resolutions 1 to 15 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 5 to 11 and resolutions 14 and 15, is set out below.

## Resolutions 2 and 3 – Directors’ Remuneration (Ordinary Resolutions)

The Government has recently introduced changes to the remuneration reporting requirements of quoted companies. As a result, in accordance with the new requirements under the Companies Act 2006 (“Act”), shareholders are being asked to vote on two separate resolutions:

- Resolution 2 to approve the Directors’ remuneration report, other than the part containing the Directors’ remuneration policy (*an advisory vote*); and
- Resolution 3 to approve the Directors’ remuneration policy set out on page 20 of the Directors’ remuneration report (*a binding vote*).

If Resolution 3 is passed, the Directors’ remuneration policy will take effect from the conclusion of the Meeting on 5 June 2014. Once the policy comes into effect, all remuneration payments and payments for loss of office must be consistent with the Company’s approved policy or must be separately approved by shareholders.

If the Company wishes to change the Directors’ remuneration policy, it will need to put the revised policy to a vote again before it can implement the new policy. If the Directors’ remuneration policy remains unchanged, the Act requires the Company to put the policy to shareholders for approval again no later than 31 December 2017.

If the Directors’ remuneration policy is not approved by the shareholders at this Meeting for any reason, the Company will, if and to the extent permitted to do so under the Act, continue to make payments to the Directors in accordance with its existing contractual arrangements and will seek shareholder approval for a revised policy as soon as practicable.

### **Resolutions 5 to 11 – Re-election of Directors (Ordinary Resolutions)**

The Articles of Association of the Company (the “Articles”) require each of the Directors to retire by rotation at each annual general meeting. At the Meeting, each of Mr M C Perkins, Mr C J Ames, Mr P J Field, Mr A K Mathur, Mr C J Relleen, Mr M Dünki and Mr F Vuilleumier will retire. Each of the Directors is offering himself for re-election and resolutions 5 to 11 propose the re-election of such Directors.

Mr Vaughan-Johnson will not be seeking re-election at the Meeting and will retire from the board at the conclusion of the Meeting.

Brief biographies of the Directors are set out on pages 12 to 13 of the 2013 Annual Report and Accounts. Following the evaluation of the performance of the board, I confirm that it is in the best interests of the Company for each Director to be re-elected.

### **Resolution 14 – Purchases of own shares by the Company (Special Resolution)**

Resolution 14 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 24 April 2014. 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 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). 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 resolution renews a similar resolution passed at the annual general meeting of the Company held on 6 June 2013. The Company is permitted to hold in treasury any shares purchased by it using its distributable profits. Such shares will remain in issue and will be capable of being re-sold by the Company.

### **Resolution 15 – Calling of general meetings (Special Resolution)**

Resolution 15 to be proposed at the Meeting seeks authority from shareholders to hold general meetings (other than annual general meetings) on 14 days’ clear notice. This is permissible under the Act and the Articles. However, pursuant to the EU Shareholders’ Rights Directive, specific shareholder approval is required annually in order to retain this ability. The Directors believe that it is important for the Company to retain the ability to call meetings at shorter notice. The shorter notice period would not be used as a matter of course, but only where it is merited by the business of the meeting and is thought to be to the advantage of the shareholders as a whole.

### **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, Capita 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 (v) to the Notice of the Meeting.

### **Location of Meeting**

The Meeting will be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW.

**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

M C Perkins  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

# Camellia Plc

*(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 The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW on 5 June 2014 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 2013, together with the Directors’ report, the Strategic report and the auditors’ report on those accounts and on the auditable part of the Directors’ remuneration report, be received.
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 2013, be approved.
3. That the Directors’ remuneration policy set out on page 20 of the Directors’ remuneration report contained within the annual report of the Company for the year ended 31 December 2013, be approved.
4. That the final dividend recommended by the Directors of 91 pence per ordinary share for the year ended 31 December 2013 be declared payable on 4 July 2014 to holders of ordinary shares registered at the close of business on 13 June 2014.
5. That Mr M C Perkins be re-elected as a Director.
6. That Mr C J Ames be re-elected as a Director.
7. That Mr P J Field be re-elected as a Director.
8. That Mr A K Mathur be re-elected as a Director.
9. That Mr C J Relleen be re-elected as a Director.
10. That Mr M Dünki be re-elected as a Director.
11. That Mr F Vuilleumier be re-elected as a Director.
12. That PricewaterhouseCoopers LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
13. That the Directors be authorised to determine the auditors’ remuneration.

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

### SPECIAL RESOLUTIONS

14. 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”) provided that:
  - 14.1 the maximum number of ordinary shares hereby authorised to be purchased is 276,200, representing 10% of the voting rights in the Company;

- 14.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10 pence per share, being the nominal amount thereof;
- 14.3 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 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;
- 14.4 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 the date which is 15 months after the date on which the resolution is passed; and
- 14.5 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.
15. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

**J A Morton**  
*Secretary*

24 April 2014  
Registered Office:  
Linton Park  
Linton, near 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. The right to appoint a proxy does not apply to any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "**Nominated Person**").
- (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, Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by no later than 11.30 a.m. on 3 June 2014; or
- (b) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described in note (v) 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) Any member or his/her proxy attending the Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.
- (iv) Pursuant to section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6.00 p.m. on 3 June 2014 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.
- (v) 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, Capita Asset Services (ID RA1Ø), by 11.30 a.m. on 3 June 2014. 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).

- (vi) 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.
- (vii) Copies of the service contracts, or, where applicable, letters of appointment between the Directors and the Company or its subsidiary undertakings are available for inspection at the registered office of the Company, Linton Park, Linton near 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.
- (viii) As at 23 April 2014 (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 Act 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 23 April 2014 are 2,762,000.

- (ix) The information required to be published by section 311(A) of the Act (information about the contents of this Notice and numbers of shares in the Company and voting rights exercisable at the Meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this Notice) may be found at [www.camellia.co.uk](http://www.camellia.co.uk).
- (x) Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100, or persons satisfying the requirements set out in section 153(2) of the Act) may require the Company, under section 527 of the Act to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The business which may be dealt with at the Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.
- (xi) A Nominated Person may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Meeting. A Nominated Person is advised to contact the shareholder who nominated him/her for further information on this and the procedure for appointing any such proxy.
- (xii) If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Such Nominated Person is advised to contact the shareholders who nominated him/her for further information on this.