

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 to be held at The Goring Hotel, Beeston Place, Grosvenor Gardens, London SW1W 0JW on 2 June 2016 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, 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 31 May 2016.



# Camellia Plc

(Registered in England and Wales with no. 29559)

## Directors

Malcolm Perkins  
Tom Franks  
Graham Mclean  
Susan Walker  
Chris Relleen\*  
Frédéric Vuilleumier\*  
William Gibson\*

\* Independent non-executive directors

## Registered Office

Linton Park  
Linton, Maidstone  
Kent, ME17 4AB

28 April 2016

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

Dear Shareholder

This letter accompanies the 2015 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 14 (inclusive) set out in the Notice deal with the business to be transacted at the Meeting. Further explanation in relation to resolution 2, resolutions 4 to 10 and resolutions 13 and 14, is set out below.

## Resolution 2 – Directors’ Remuneration (Ordinary Resolution)

Resolution 2 is to approve the Directors’ remuneration report, other than the part containing the Directors’ remuneration policy which was approved at the 2014 AGM.

## Resolutions 4 to 10 – 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 Malcolm Perkins, Tom Franks, Graham Mclean, Susan Walker, Chris Relleen, Frédéric Vuilleumier and William Gibson will retire. The Directors are offering themselves for re-election and resolutions 4 to 10 propose the re-election of such Directors.

Brief biographies of the Directors are set out on pages 22 and 23 of the 2015 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 13 – Purchases of own shares by the Company (Special Resolution)**

Resolution 13 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 27 April 2016. 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). 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 4 June 2015. 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 or cancelled by the Company.

### **Resolution 14 – Adoption of New Articles of Association**

The provisions regulating the relationship between the Company and its shareholders are set out in the Company’s Articles of Association (the “**Current Articles**”). The Directors have undertaken a review of the Current Articles in light of the cancellation of the admission of the Company’s ordinary shares to the Official List of the United Kingdom Listing Authority and the Main Market of the London Stock Exchange plc and the admission of its entire issued share capital to AIM in 2014. Following this review, the Directors propose that the Company adopt new articles of association (the “**New Articles**”).

A brief summary of the principal changes made in the New Articles is set out below.

#### **Article 62 (Notice of General Meetings)**

Now that the Company’s shares are admitted to trading on AIM, the Company is permitted to hold general meetings, other than annual general meetings, on at least 14 clear days’ notice (rather than at least 21 clear days’ notice), unless its articles of association state otherwise. The New Articles, therefore, permit the Company to hold a general meeting on 14 clear days’ notice. However, the Company is still required to give a minimum of 21 clear days’ notice of annual general meetings.

#### **Article 80 (Guardians to vote on a poll)**

The reference in the Current Articles to a proxy for a guardian voting only on a poll is no longer applicable as such proxies may vote on either a show of hands or a poll. This has, therefore, been removed in the New Articles.

#### **Article 90.2 (Proxy forms)**

It is now typical for articles to permit a proxy form to be signed by an officer, attorney or duly authorised signatory. The requirement in the Current Articles is equivalent to that for execution of deeds, which is more onerous than is required at law, and, therefore, this has been updated in the New Articles.

#### **Article 117.3 (Mental health)**

Following the Mental Health (Discrimination) Act 2013, it is no longer appropriate to provide that a director’s appointment can be automatically terminated if that director’s rights or powers are restricted by a court order on mental health grounds. This provision has, therefore, been removed in the New Articles.

### **Articles 168 – 183 (Dividends)**

In March 2014, the Institute of Chartered Secretaries and Administrators (the “ICSA”) Registrars’ Group published guidance on the practical issues relating to the provisions on dividend distributions in companies’ articles of association. The ICSA noted that it is clear that new payment methods will be adopted in the short to medium term and it is important that the market is prepared for such methods. The ICSA, therefore, recommended that companies amend their articles of association to ensure that they have the flexibility to adopt new developments if, and when, it is considered desirable to do so. Consequently, the New Articles include the wording suggested by the ICSA in relation to the payment of dividends to provide the Company with this flexibility.

### **Article 198 (Postal Strike)**

A notice advertised in a newspaper advertisement is not a valid way of convening a meeting under the Companies Act 2006 (the “2006 Act”), since section 308 of the 2006 Act states that notice of a general meeting must be given in one of three ways: (i) hard copy; (ii) electronic form; or (iii) by means of a website. In the event of a postal strike, a company which has not obtained e-mail addresses from its shareholders and has not taken the requisite steps to enable website communications, would not be able to convene a meeting. The New Articles permit the Company to give notice of the meeting electronically and also require it to publish the notice in a national newspaper and on its website.

### **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 (iv) 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

Malcolm 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 2 June 2016 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 2015, 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 2015, be approved.
3. That the final dividend recommended by the Directors of 95 pence per ordinary share for the year ended 31 December 2015 be declared payable on 1 July 2016 to holders of ordinary shares registered at the close of business on 10 June 2016.
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 PricewaterhouseCoopers LLP be re-appointed as auditors to the Company until the conclusion of the next annual general meeting of the Company.
12. That the Directors be authorised to determine the auditors’ remuneration.

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

#### SPECIAL RESOLUTION

13. 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:
  - 13.1 the maximum number of ordinary shares hereby authorised to be purchased is 276,200;
  - 13.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 10 pence per share, being the nominal amount thereof;
  - 13.3 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;
  - 13.4 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 this resolution is passed; and
  - 13.5 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.
14. THAT, pursuant to section 21(1) of the Companies Act 2006, the Articles of Association produced to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

BY ORDER OF THE BOARD

**Julia Morton**  
*Secretary*

28 April 2016  
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, Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF by no later than 11.30 a.m. on 31 May 2016; 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 6.00 p.m. on 31 May 2016 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, Capita Registrars (ID RA1Ø), by 11.30 a.m. on 31 May 2016. 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:
  - (i) the service contracts, or, where applicable, letters of appointment between the Directors and the Company or its subsidiary undertakings; and
  - (ii) the New Articles, together with a marked up version of the proposed New Articles against the Current Articles,

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 27 April 2016 (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 27 April 2016 were 2,762,000.