



## Filta Group Holdings plc Notice of Annual General Meeting

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### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER APPROPRIATE INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or otherwise disposed of all of your shares in Filta Group Holdings plc ("the Company"), please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A form of proxy for use at the Annual General Meeting ("AGM") is enclosed.

**Whether or not you intend to be present at the meeting, please complete the form of proxy and return it in accordance with the instructions printed thereon so as to reach the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours before the time of the AGM, that is no later than 11.00am on 30 May 2017.**

Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person if you so wish.

The Board of Filta Group Holdings plc considers all of the proposed resolutions to be in the best interests of the Company and the shareholders as a whole and, accordingly, recommends that shareholders vote in favour of all the resolutions proposed, as they intend to do in respect of their own holdings.

The notice of the AGM of the Company is set out at the end of this letter.

8 May 2017

To the shareholders of Filta Group Holdings plc

Dear Shareholder

The Company's AGM will take place on 01 June 2017 and the Notice of the meeting is enclosed with this letter. A shareholder registered on the register of members of the Company at the close of business on 30 May 2017 is entitled to vote on the resolutions contained in the Notice of AGM. This letter is intended to help you understand the effect and reasons for the resolutions.

### **Resolution 1: Report and Accounts**

The Directors are required to present to shareholders at the AGM the audited accounts of the Company for the financial period ended 31 December 2016 together with the Auditor's Report and the Directors' Report.

### **Resolution 2: Directors' Remuneration Report**

The Directors are seeking approval of the Directors' Remuneration Report, which is set out on pages 28 to 30 of the Annual Report of the Company, for the financial period ended 31 December 2016. This is an advisory vote and no entitlement to remuneration is conditional upon the resolution being passed.

### **Resolutions 3 to 7: Re-appointment of Directors**

Article 20.2 of the Company's Articles of Association requires that any Director who has been appointed by the Board holds office until the conclusion of the next AGM but is eligible for re-appointment at that meeting. All of the Directors to whom Resolutions 3 to 7 apply were appointed by the Board and are, therefore, retiring and standing for re-appointment.

### **Resolution 8: Re-appointment of a Director**

Article 23 of the Company's Articles of Association requires that one third of the Directors must retire by rotation each year. This is in addition to any Directors retiring under Article 20.2. Accordingly, Jason Sayers retires by rotation and is standing for re-appointment.

Having considered the performance of and contribution made by each of the Directors, the board of Directors remains satisfied that, and the Chairman confirms that, the performance of the Directors standing for re-appointment continues to be effective and demonstrates commitment to the role and as such the Board recommends their re-appointment.

### **Resolution 9: Auditors**

Company law requires the Company, at each general meeting at which accounts are laid, to appoint auditors who will remain in office until the conclusion of the next general meeting at which accounts are laid. Crowe Clark Whitehill LLP has indicated its willingness to continue in office and Resolution 9 proposes to make this appointment.

Resolution 9 also authorises the Directors to agree the auditor's remuneration. It is normal practice for shareholders to resolve at the annual general meeting that the Directors decide on the level of remuneration of the auditors for the audit work to be carried out by them in the next financial year. The amount of the remuneration paid to the auditors for the next financial year will be disclosed in the next audited accounts of the Company.

### **Resolution 10: Authority to allot equity securities pursuant to Section 551**

The Directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if so authorised to do so by shareholders. Accordingly, Resolution 10 will be proposed as an ordinary resolution to grant authorities to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £898,422.

This amount represents approximately 33.3 per cent of the total issued ordinary share capital of the Company as at 8 May 2017, the latest practicable date prior to publication of this Notice.

This authority will expire at the next Annual General Meeting in 2018 or fifteen months after the date on which Resolution 10 is passed, whichever is the earlier.

The directors have no present intention of issuing shares pursuant to this authority. As at the date of this notice the Company holds no treasury shares.

**Resolution 11: Disapplication of pre-emption rights**

In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. Accordingly, Resolution 11 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £269,527 (being ten per cent of the Company's issued ordinary share capital at 8 May 2017, the latest practicable date prior to publication of this Notice). This power will expire fifteen months after the date on which Resolution 11 is passed or at the conclusion of the next Annual General Meeting in 2018, whichever is the earlier.

Your Directors have no present intention of exercising this authority.

A handwritten signature in black ink, appearing to read 'B. Hogan', written in a cursive style.

Brian Hogan  
*Company Secretary*

# Filta Group Holdings plc

(Registered in England and Wales with Company number 10095071)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 Annual General Meeting of Filta Group Holdings plc (the "**Company**") will be held at the Company's Registered Office, The Locks, Hillmorton, Rugby, Warwickshire, CV21 4PP at 11.00 am on 01 June 2017 for the purpose of considering and, if thought fit, passing the following resolutions:

Resolutions 1-10 will be proposed as ordinary resolutions and Resolution 11 will be proposed as a special resolution.

### Ordinary Resolutions

1. To receive the Company's audited accounts for the financial period ended 31 December 2016, together with the Directors' and the Auditor's Report thereon.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2016.
3. To re-appoint Victor Clewes as a director of the Company, who retires in accordance with Article 20.2 of the Company's Articles of Association.
4. To re-appoint Jlubomir Urosevic as a director of the Company, who retires in accordance with Article 20.2 of the Company's Articles of Association.
5. To re-appoint Brian Hogan as a director of the Company, who retires in accordance with Article 20.2 of the Company's Articles of Association.
6. To re-appoint Graham Woolfman as a director of the Company, who retires in accordance with Article 20.2 of the Company's Articles of Association.
7. To re-appoint Tim Worledge as a director of the Company, who retires in accordance with Article 20.2 of the Company's Articles of Association.
8. To re-appoint Jason Sayers as a director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.
9. To re-appoint Crowe Clark Whitehill LLP as auditors to the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at which accounts of the Company are presented and to authorise the directors of the Company (the "Directors") to fix their remuneration.
10. That the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (as amended) (the "**Act**") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (such shares and such rights to subscribe for or to convert any security into shares in the Company being "**equity securities**") to such persons on such terms and in such manner as they shall think fit, provided that this authority shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £898,422, being one-third of the aggregate nominal value of the Company's issued share capital as at the date hereof, at any time during the period from the date hereof until the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution, whichever is earlier (unless and to the extent previously renewed, revoked or varied by the Company in general meeting), provided that the Directors of the Company may make an offer or enter into an agreement which would or might require equity securities to be allotted, offered or otherwise dealt with or disposed of after the expiry of such authority and the Directors of the Company may allot any equity securities after the expiry of such authority in pursuance of any such offer or agreement as if this authority had not expired.

### Special Resolution

11. That, subject to the passing of Resolution 10 above, the Directors of the Company be and hereby are generally empowered pursuant to Sections 570(1) and 573 of the Act to allot equity securities (as defined by Section 560 of the Act) of the Company for cash pursuant

to the authority conferred upon them by Resolution 10 above as if Section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £269,527 (being equal to 10% of the Company's issued share capital as at the date hereof) and otherwise to the allotment of equity securities for cash in connection with a rights issue or other pre-emptive offer to holders of ordinary shares where the equity securities respectively attributable to the interest of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the laws of, or the requirements of any regulatory body or any recognised stock exchange in, any territory, in each case at any time (unless the authority conferred by Resolution 10 is previously renewed, revoked or varied) until the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this Resolution (whichever is earlier), provided that before any such expiry the Directors of the Company may make an offer or enter into an agreement which would or might require equity securities to be allotted after the expiry of such power and the Directors of the Company may allot equity securities after such expiry under this power in pursuance of any such offer or agreement as if this power had not expired.

By order of the Board

A handwritten signature in black ink, appearing to read 'B. Hogan', written in a cursive style.

Brian Hogan  
*Company Secretary*

8 May 2017

Registered Office: The Locks, Hillmorton, Rugby, Warwickshire, CV21 4PP

Information regarding the Annual General Meeting, including the information required by section 311A of the Companies Act 2006, is available from: [www.filtapl.com](http://www.filtapl.com).

## NOTES TO NOTICE OF AGM:

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member.
- (2) A member 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 member.
- (3) A proxy may demand, or join in demanding, a poll.
- (4) A proxy need not be a member of the Company but must attend the Annual General Meeting in order to represent his appointor.
- (5) A member entitled to attend and vote at the Annual General Meeting may appoint the Chairman or another person as his proxy, although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
- (6) If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these Notes. Please read Note (16) below.
- (7) Under section 319A of the Companies Act 2006, the Company must answer any question a member asks relating to the business being dealt with at the Annual General Meeting unless:
  - answering the question would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information;
  - the answer has already been given on a website in the form of an answer to a question; or
  - it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered.
- (8) To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Annual General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote.
- (9) In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.
- (10) In order to revoke a proxy instruction a member will need to inform the Company:
  - by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- (11) In either case, the revocation notice must be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY before the Annual General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note (12) directly below, the proxy appointment will remain valid.
- (12) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Annual General Meeting in person, the proxy appointment will automatically be terminated.
- (13) Copies of the Directors' Letters of Appointment, the Register of Directors' interests in the Shares of the Company and a copy of the current Articles of Association of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and Public Holidays excluded) from the date of this notice, until the end of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.
- (14) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the Register of Members of the Company as at 6:30 pm 30 May 2017 or, in the event that the Annual General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the said Annual General Meeting in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after 6:30 pm 30 May 2017 or, in the event that the Annual General Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the Annual General Meeting.
- (15) As at 8 May 2017 the Company's issued share capital comprised 26,952,659 Ordinary Shares. The total number of voting rights in the Company as at 8 May 2017 is 26,952,659. The website referred to above will include information on the number of shares and voting rights.
- (16) If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("Nominated Person"):
  - You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("Relevant Member") to be appointed or to have someone else appointed as a proxy for the Annual General Meeting;
  - If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights;

- Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
- (17) A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- (18) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- (19) Except as provided above, members who have general queries about the General Meeting should call the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY on +44 (0)370 707 1807 (no other methods of communication will be accepted).

Members may not use any electronic address provided either in this notice of Annual General Meeting, or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

