

**Notice of Annual General Meeting**

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Notice is hereby given that the Annual General Meeting of the members of Concha Plc will be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ on Tuesday 21 May 2013 at 3:30pm to consider and if thought fit to pass the following resolutions:

**Ordinary Resolutions**

- 1 To receive and adopt the report of the directors and the financial statements for the period ended 30th June 2012 and the report of the auditors thereon.
- 2 To re-appoint Chris Akers as a director of the Company, who was appointed during the period and retires in accordance with the Company's Articles of Association, and being eligible, offers himself for election.
- 3 To re-appoint Haysmacintyre LLP as the Company's auditors until the next Annual General Meeting and to authorise the Directors to fix their remuneration.
- 4 That, in substitution for any existing authority the directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot relevant securities within the meaning of that section on and subject to such terms as the directors may determine up to an aggregate nominal value of £780,000 such authority unless previously renewed, revoked or varied to expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution whichever occurs first, save 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 under such an offer or agreement as if the authority conferred hereby had not expired

**Special Resolutions**

- 5 That subject to the passing of Resolution 4 above, the directors be and are hereby empowered under section 570 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of section 560 of the Act) for cash under the general authority already given as if sub-section 561(1) of the Act did not apply to any allotment, provided that this power shall be limited to:
  - (a) the allotment of equity securities in connection with an offer of such securities to holders of ordinary shares where the equity securities for which ordinary shares are respectively entitled to subscribe are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
  - (b) the allotment (otherwise than under sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £780,000;

and so that such power (unless previously revoked or varied) shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first, provided that the directors may, before the power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires.

- 6 That, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Act) of Ordinary Shares provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 75,000,000;
  - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 80% of the middle market price for an Ordinary Share (as defined by AIM);
  - (c) the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to 120% of the middle market price for an Ordinary Share (as defined by AIM);
  - (d) the authority hereby conferred shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company and fifteen months from the date of this resolution; and
  - (e) the Company may make a contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of Ordinary Shares in pursuance of such a contract as if such authority had not expired.
- 7 That the new Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

Cargil Management Services Limited  
Company Secretary  
Date: 26 April 2013

Registered Office: Durham House, 1 Durham House Street, London, WC2N 6HG

# CONCHA PLC

## Notice of Annual General Meeting

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### Notes:

As a member of the company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

A proxy does not need to be a member of the company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.

You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate proxy form for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must speak with the company secretary or send an e-mail to him at [peter.weller@enablesit.com](mailto:peter.weller@enablesit.com). If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.

If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the meeting.

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold his vote.

To appoint a proxy using the proxy form, it must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL or by scan and email to Share Registrars Limited at [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
- received by the Company's registrars no later than 3:30pm on Friday 17 May 2013.

In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the company's register of members) will be accepted.

Any 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 a resolution.

To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut off time for receipt of proxy appointments specified also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.

Where you have appointed a proxy using the proxy form and would like to change the instructions using another copy proxy form, please contact the company secretary as indicated above.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.



**Form of Proxy – Annual General Meeting 2013**

I/We ..... (name in full)

of .....

hereby appoint the Chairman of the Meeting or ..... (delete as appropriate) as my/our proxy to attend, to speak and to vote in respect of the shares registered in my/our name(s) at the Annual General Meeting of Concha Plc to be held at 3:30p.m on 21 May 2013 at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ and at any adjournment thereof.

	<b>Ordinary Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1.	Adoption of Annual Report and Accounts			
2.	Appointment of Christopher Akers as a director			
3.	Re-appointment of auditors			
4.	Authority to allot shares			
	<b>Special Resolutions</b>			
5.	Dis-application of pre-emption rights			
6.	Authority to make off market purchases			
7.	Adopt new Articles of Association			

Date.....2013

Signature.....

\*If a member wishes to appoint any person(s) as proxy, strike out “the Chairman of the Meeting” above and insert the name of the proxy you wish to appoint in the space provided. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

Please indicate how you wish your proxy to vote by placing a tick in the appropriate box. Unless otherwise indicated the proxy will vote or abstain at his/her discretion.

The return of this form will not prevent a member from attending in person and voting at the meeting.

In the case of joint holders the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority will be determined by the order in which the names stand in the register of the members in respect of the joint holding.

The form of proxy must be signed by the shareholder appointing the proxy or by his/her attorney authorised in writing. In the case of a corporation this form of proxy should be executed under its common seal or as a deed or signed on its behalf by an attorney or officer duly authorised to sign it.

To be valid this form of proxy and the authority (if any) under which it is executed or a certified copy of such authority must be lodged with the Company’s registrars not later than 48 hours excluding non-business days before the time of the meeting.

Please complete and return to: Share Registrars Limited, Suite E First Floor, 9 Lion & Lamb Yard, Farnham, Surrey, GU9 7LL

