

## CONCHA PLC

Notice is hereby given that the annual general meeting of Concha plc will be held at Peterhouse Corporate Finance, 3 New Liverpool House, 15 Eldon St, London, EC2M 7LD at 4.00pm on 18 December 2015 to consider and, if thought fit, pass the following resolutions as ordinary resolutions other than resolution 7 which will be proposed as a special resolution.

1. To receive the accounts for the financial year ended 30 June 2014 together with the directors' report and the auditors' report.
2. To re-elect Chris Akers as a director of the company.
3. To elect Peter Read as a director of the company.
4. To reappoint haysmacintyre as the auditors of the company.
5. To authorise the directors to agree the remuneration of the auditors of the company.
6. That the directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 to exercise all the powers of the company to allot or grant rights to subscribe for or to convert any security into shares in the company up to an aggregate nominal amount of £1,000,000.00 provided that:
  - 6.1 (except as provided in paragraph 6.2 below) this authority shall expire on the date of the next annual general meeting of the company; and
  - 6.2 the company may before such expiry make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

All unexercised authorities previously granted to the directors to allot shares or to grant rights to subscribe for or to convert any security into shares be and are hereby revoked.

7. That, subject to the passing of resolution 6 above, the directors, pursuant to the general authority conferred on them, be empowered pursuant to section 570 of the Companies Act 2006 (Act) to allot for cash, either pursuant to the authority so conferred or where the equity securities are held by the company as treasury shares (within the meaning of section 724(5) of the Act), equity securities (within the meaning of section 560 of the Act) as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:-
  - 7.1 made in connection with an offer of securities, open for acceptance for a fixed period, by the directors to ordinary shareholders of the company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares or any legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements) or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and/or
  - 7.2 wholly for cash (otherwise than pursuant to paragraph 7.1 above) up to an aggregate nominal value of £1,000,000.00

and shall expire on the conclusion of the next annual general meeting of the company or, if earlier, 15 months after the passing of this resolution, but the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

All unexercised authorities previously granted to the directors under section 570 of the Act are hereby revoked.

25 November 2015

By order of the board

**Chris Akers**  
*Secretary*

Registered office  
18 Buckingham Gate  
London  
SW1E 6LB

*Registered in England and Wales, number 5382036*

#### Notes

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

1. Only those members entered in the register of members of the company as at 5.00pm on 16 December 2015 shall be entitled to attend and vote at the meeting convened above in respect of the number of shares registered in their names at that time. This time will still apply for the purpose of determining who is entitled to attend and vote if the annual general meeting is adjourned from its scheduled time by 48 hours or less. If the annual general meeting is adjourned for longer, members who wish to attend and vote must be on the company's register of members by 48 hours before the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company. On a poll demanded, all of a member's voting rights may be exercised by one or more duly appointed proxies. Any such member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL. A proxy need not be a member of the company. Appointing a proxy will not prevent a member from attending in person and voting at the meeting. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the meeting) and give your instructions directly to them. A proxy must vote in accordance with any instructions given by the appointing member.
3. A form of appointment of proxy is enclosed. To appoint a proxy using this form in hard copy form, this form must be completed and signed, sent or delivered to Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL. 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 of the company. If you return more than one proxy appointment, either by hard copy form or by electronic form, that received last by the registrar before the latest time for the receipt of proxies will take precedence.
4. The form of proxy includes a vote withheld option. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against any particular resolution.
5. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with the company's registrar at the address shown on the proxy form not later than 5.00pm on 16 December 2015 or 48 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
6. 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 will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the company's register of members in respect of the joint holding (the first named being the most senior).
7. Copies of directors' service contracts with the company are available for inspection during normal business hours at the registered office of the company on any business day and they may also be inspected at Peterhouse Corporate Finance, 3 New Liverpool House, 15 Eldon St, London, EC2M 7LD from 3.30pm on the day of the meeting until the conclusion of the meeting.
8. Except as provided above, members who have general queries about the meeting should contact the company secretary in writing at the company's registered office. No other methods of communication will be accepted.