

# MOLINS PLC

*(incorporated and registered under the Companies Act 1985 in England and Wales with registered number 124855)*

## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that the General Meeting of Molins PLC (the "**Company**") will be held at the offices of Panmure Gordon (UK) Limited, One New Change, London, EC4M 9AF at 11 a.m. on Monday 22 January 2018 for the purposes of considering and, if thought fit, passing the following resolution as a special resolution:

### SPECIAL RESOLUTION

1. **THAT**, the name of the Company be changed to "Mpac Group plc".

*Registered Office*

13 Westwood Way  
Westwood Business Park  
Coventry CV4 8HS

By Order of the Board

Prism CoSec Limited  
*Company Secretary*

3 January 2018

### Notes:

1. Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company's register of members as at close of business on Friday 19 January 2018 or, if the meeting is adjourned, close of business on the day which is two days' prior to the adjourned meeting. In each case, changes to the register of members after such time will be disregarded.
2. If you are a member of the Company at the time set out in note 1 above, 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.
3. 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 will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. The proxy form may be photocopied or additional proxy forms may be obtained by contacting the Company's Registrar, Link Asset Services on 0871 664 0300. Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 am – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.
5. To be valid, a proxy form must be received by post or (during business hours only) by hand at the offices of the Company's Registrar, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, no later than 11am on Friday 19 January 2018 (or if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

6. In the case of a joint shareholding, the vote of the first named holder shown in the register of members, whether tendered in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
7. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 (“nominated persons”). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
9. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. The Resolution to be put to the meeting will be voted on by a show of hands not a poll.
11. A copy of this notice and other information required by section 311A of the Companies Act 2006 is available on the Company’s website at <http://www.molins.com/investor-relations/aim-rule-26>

**For CREST members only:**

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using 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.  

To be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [euroclear.com/CREST](http://euroclear.com/CREST)). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Link Asset Services by the latest time for receipt of proxy appointments specified above. 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 Link Asset Services is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 or 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 CREST 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.