

# EU SUPPLY PLC

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the 2014 Annual General Meeting of EU Supply PLC (“the Company”) will be held at Westhouse Securities Limited, Heron Tower, 110 Bishopsgate, London EC2N 4AY on Wednesday 11 June 2014 at 2pm for the following purposes:

### **ORDINARY BUSINESS**

#### *Resolution 1 — Report and accounts*

To receive the report of the directors and the accounts for the period ended 31 December 2013.

#### *Resolution 2 — Directors' remuneration report*

To approve the directors' remuneration report for the year ended 31 December 2013.

#### *Resolution 3 — Reappointment of auditors*

To reappoint haysmacintyre as auditors from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid and to authorise the directors to fix the auditors' remuneration.

#### *Resolution 4 — Re-election of director*

To re-elect Thomas Bo Beergrehn, who is retiring in accordance with the Articles of Association, as a director of the company.

#### *Resolution 5 — Re-election of director*

To re-elect, David Richard Cutler, who is retiring in accordance with the Articles of Association, as a director of the company.

#### *Resolution 6 — Re-election of director*

To re-elect, Mark Elliott, who is retiring in accordance with the Articles of Association, as a director of the company.

#### *Resolution 7 — Re-election of director*

To re-elect, Steffen Karlsson, who is retiring in accordance with the Articles of Association, as a director of the company.

Resolution 8 — *Directors' authority to allot shares (Section 551)*

Ordinary Resolution:

“THAT in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to exercise all of the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £19,029, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the next annual general meeting of the Company or 30 June 2015, save that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006.”

Resolution 9 — *Disapplication of pre-emption rights*

Special Resolution:

“THAT, subject to the passing of the above resolution, and in accordance with section 570, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) in the Company pursuant to the authority conferred on the directors of the Company by the above resolution as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:

- a) be limited to an aggregate nominal value equal to £5,768; and
- b) expire on the earlier of the next annual general meeting of the Company or 30 June 2015 (unless renewed, varied or revoked by the Company prior to or on that date), save that 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 in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 570 of the Companies Act 2006.”

By order of the board



Mark Elliott

Company Secretary

9 May 2014

Registered Office: 26 Red Lion Square, London, WC1R 4AG

## Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not also be a member. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights to a different share or shares held by the member.
2. To be effective the proxy appointment must be completed in accordance with the instructions and received by the company's registrars no later than 48 hours before the time for which the meeting is convened.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment 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 should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Company's registrars: Neville Registrars [CREST ID: 7RA11] no later than 48 hours before the time appointed for holding the meeting. It is the responsibility of the CREST member concerned to take 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any person to whom this notice of annual general meeting has been sent, whose shares are held on their behalf by another person and who has been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 (a 'nominated person') may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. If a nominated person has no such right, or does 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.
5. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1 to 3 above do not apply to nominated persons. The rights described in these notes can only be exercised by shareholders.
6. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the company of the number of votes they may cast), members must be entered on the company's register of members at 14.00pm on 9<sup>th</sup> June 2014 ('the specified time'). If the meeting is adjourned to a time not more than 48 hours after the specified time applicable to the original meeting, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. If, however, the meeting is adjourned for a longer period then, to be so entitled, members must be entered on the company's register of members at the time which is

48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in that notice.

7. As at 8 May 2014 (being the latest practicable date prior to the printing of this notice) the issued share capital of the company conferring the right to vote at the meeting consisted of 57,665,496 Ordinary shares of £0.001 each. Therefore the total number of voting rights in the company as at that date was 57,665,496.
8. Members satisfying the requirements of section 527 of the Companies Act 2006 may require the company to publish on a website a statement by them (at the company's cost) relating to the audit of the company's accounts which are being laid before this meeting (including the auditor's report and the conduct of the audit) or, where applicable, any circumstances connected with an auditor of the company ceasing to hold office since the previous general meeting at which accounts were laid. As at 8 May 2014, no such statement has been received by the company. Should such a statement be received, it will be published on the company's website at [www.eusupply.com](http://www.eusupply.com). In those circumstances the company would be under an obligation to forward a copy of the statement to the auditors forthwith and the statement would form part of the business which may be dealt with at this meeting.
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. Copies of the Director's service agreements and letters of appointment are available for inspection by members at the registered office of the Company during normal business hours (except Bank Holidays) and at the place of the meeting not less than 15 minutes prior to and during the meeting.
11. A copy of this notice and the other information required by section 311A of the Companies Act 2006 can be found at [www.eusupply.com](http://www.eusupply.com).