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If you have sold or transferred all of your registered holding in the Ordinary Shares in Aminex PLC, please forward this document and the Form of Proxy to the agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

**AMINEX PLC**  
(Registered in Ireland Number 72399)



## Directors

B.A. Hall (Chairman)  
J. Bhattacharjee  
A.N.J. Hay  
T. Mackay  
K.J. Phair  
W.A.P. Thompson  
M.V. Williams

Registered Office:  
6 Northbrook Road  
Dublin 6

25 April 2016

To: The holders of Ordinary Shares and the holders of Warrants

Dear Shareholder/Warrantholder,

### Notice of 2016 Annual General Meeting

The Annual General Meeting ("AGM") of Aminex PLC ("the Company") is to be held at 10.00 am on Wednesday 18 May 2016 at The Building Centre, 26 Store Street, London, WC1E 7BT, United Kingdom. The Notice of the Annual General Meeting is set out on pages 6 to 8.

#### Business of the Annual General Meeting

In addition to the Ordinary Business to be transacted at the Annual General Meeting (as set out in Resolutions 1 to 4), the Board also proposes as Special Business the Resolutions numbered 5 to 10, as explained below.

Resolution 5, which is an ordinary resolution, seeks authority for the Directors to convene the next Annual General Meeting of the Company at such time and place whether in or outside Ireland as the Directors shall appoint.

Resolution 6, which is an ordinary resolution, seeks a new authority to enable the Directors to allot relevant securities up to a maximum amount equal to the aggregate nominal value of the authorised but unissued share capital of the Company from time to time. This authority will remain in place until the earlier of the end of the next AGM or 15 months from the passing of this Resolution (provided 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 in pursuance of such offer or agreement notwithstanding that the authority conferred under this resolution has expired).

Resolution 7, which is a special resolution, seeks a new authority to disapply statutory pre-emption rights in relation to the allotment of equity securities. The authority will be limited to (i) the allotment of the equity securities in connection with any rights issue or any open offer to shareholders or otherwise in favour of shareholders holding Ordinary Shares and/or any persons having a right to subscribe for or convert securities into Ordinary Shares in the capital of the Company (including, without limitation, any holders of warrants and/or holders of options under the Company's share option scheme for the time being), and, in addition, (ii) the allotment of equity securities for cash up to an aggregate nominal value equal to €197,620, representing 10 per cent of the Company's issued ordinary share capital (excluding deferred share capital) as at 25 April 2016. The authority will remain in place until the earlier of the end of the next AGM or 15 months from the passing of this Resolution.

Resolution 8, which is a special resolution, maintains the existing authority that allows the Company to convene a general meeting (other than an annual general meeting or a general meeting called for the passing of a special resolution) on 14 days' notice.

Resolutions 9 & 10, which are special resolutions, deal with proposed amendments to the Company's memorandum and articles of association. Further information on these resolutions is provided in the appendix. A copy of the memorandum and articles of association marked to show the changes proposed to be made by Resolutions 9 and 10 is available on the Company's website, [www.aminex-plc.com](http://www.aminex-plc.com), and will also be available for inspection at the registered office of the Company during business hours on any business day up to and including the date of the Annual General Meeting as well as being available at the Annual General Meeting on 18 May 2016.

#### Recommendation

The Directors believe that the Resolutions are in the best interest of the Company and its shareholders as a whole and recommend you vote in favour of the Resolutions as set out in the Notice of AGM as they intend to do themselves in respect of their own beneficial holdings of Ordinary Shares.

Yours faithfully,

B.A. Hall  
Chairman

## Appendix

### Explanation of proposed amendments to the Memorandum and Articles of Association

#### 1. INTRODUCTION

Substantially all of the provisions of the Irish Companies Act 2014 (the “**Act**”) became effective on 1 June 2015. The Act has consolidated the previous Irish Companies Acts and many of the related statutory instruments into a single statute and has introduced significant reforms to Irish company law.

Instead of providing, as the previous Irish Companies Acts had, for a model set of articles of association that apply unless otherwise provided for, the Act includes optional statutory provisions that apply to regulate a company unless its articles of association provide otherwise.

The purpose of Resolution 9 and Resolution 10 is to make amendments to the Memorandum of Association of the Company and to adopt revised Articles of Association for the Company to reflect the new statutory context and to ensure that the changes to Irish company law will not have an unintended effect on the Company’s Memorandum and Articles of Association by altering how the provisions in the Memorandum and Articles of Association are to be applied. It is also proposed to use this opportunity to make some “housekeeping” amendments to the Memorandum and Articles of Association.

As all of the changes described below are intended, so far as practicable, to preserve the status quo, it is therefore not considered necessary to vote separately on each amendment to the Memorandum and Articles of Association.

#### 2. RESOLUTION 9

This special resolution is being proposed in order to make minor amendments to Clauses 2 and 3 of the Memorandum of Association so as to update the statutory references in these Clauses for consistency with the new Companies Act 2014.

#### 3. RESOLUTION 10

Under this resolution, it is proposed to make the following amendments to the Articles of Association:

##### **Companies Act 2014 Amendments**

- (a) Articles 2, 6, 10, 14, 29, 51, 55, 57, 58, 59, 92, 93, 101, 109, 141, 143, 145 and 147 contain references to sections in the previous Irish Companies Acts. This resolution will amend these statutory references in order to ensure that they refer to the corresponding provisions in the Companies Act 2014.
- (b) The Companies Act 2014 adopts a new approach with respect to the articles of association of all companies. Instead of making provision for an optional, model set of articles of association as was provided under Table A of the First Schedule to the Companies Act 1963 (“**Table A**”), the Act now contains specific statutory provisions that apply to all companies unless the company’s articles of association specifically exclude them. As those provisions deal with matters that are already dealt with in the Company’s existing Articles of Association (which also disapply the model set of articles of association provided in Table A), it is proposed that a new provision will be included in the opening clause of the revised Articles of Association to disapply those optional sections of the Act. As Table A is no longer relevant, its disapplication in Article 1 is no longer necessary. A summary of each of the provisions which are being specifically excluded by the new Article 1 is set out below:
  - (i) Section 43(2) deals with use of a company’s seal. This section is being disapplied as provision for use of the Company’s seal is made in Articles 127 and 128;
  - (ii) Sections 65(2) to (7) deal with the power of a company to convert shares into stock and to reconvert stock into shares. These sections are being disapplied as the matter is already provided for in Articles 46 to 49;
  - (iii) Sections 77 to 81 deal with the making of calls in respect of unpaid amounts due on shares issued by a company. These sections are being disapplied as the matter is already provided for in Articles 20 to 27;
  - (iv) Section 95(1)(a) is being disapplied as the Directors’ discretion to decline a transfer of shares is dealt with in Articles 28 to 34;
  - (v) Sections 96(2) to (11) deal with the transmission of shares in a company. These sections are being disapplied as the matter is already provided for in Articles 35 to 38;
  - (vi) Sections 124 and 125 deal with the declaration and payment of dividends by a company. These sections are being disapplied as the relevant subject matter is already provided for in Articles 129 to 138;
  - (vii) Sections 144(3) and 144(4) deal with the appointment of directors of a company. These sections are being disapplied as the matter is already provided for in Articles 102 to 110;
  - (viii) Section 148(2) deals with how the office of a director of a company may be vacated early. This section is being disapplied as the matter is already provided for in Article 101;
  - (ix) Section 158(3) deals with the borrowing powers of the directors of a company. This section is being disapplied as the matter is already provided for in Article 89;
  - (x) Section 158(4) deals with the delegation power by directors to committees. This section is being disapplied as the matter is already provided for in Article 115;

- (xi) Sections 159 to 165 deal with the appointment of a managing director, the establishment of board committees, matters relating to board procedure and the appointment of alternate directors. These sections are being disapplied as these matters are already provided for in Articles 115, 122 to 124 and 88;
  - (xii) Sections 182(2) and (5) deal with the quorum required for a general meeting of a company. These sections are being disapplied as the matter is already provided for in Article 62;
  - (xiii) Section 183(3) is being disapplied as otherwise it would prohibit the appointment of multiple proxies, which is permitted by the new Article 78(a);
  - (xiv) Section 187 deals with the conduct of general meetings of a company. This section is being disapplied as the matter is already provided for in Articles 61 to 72;
  - (xv) Section 188 deals with voting at general meetings of a company. This section is being disapplied as the matter is already provided for in Articles 73 to 83;
  - (xvi) Sections 218(3), (4) and (5) deal with the service of notice on members of a company. These sections are being disapplied as detailed provision in this regard is made in respect of the Company by Article 152;
  - (xvii) Sections 229, 230 and 1113 deal with the interests of directors of a company. These sections are being disapplied as the matter is already provided for in Articles 92 to 95;
  - (xviii) Sections 338(5) to 338(7) deal with the delivery of the financial statements of the company. These sections are being disapplied as delivery methods are already dealt with in Article 144;
  - (xix) Section 618(1)(b) deals with the distribution of property on a winding up of a company. This section is being disapplied as the matter is already provided for in Article 150;
  - (xx) Section 620(8) sets out timeframes regarding unclaimed dividends. This section is being disapplied as the Company has set out longer timeframes in the new Article 138;
  - (xxi) Section 1090 deals with the rotation of directors of a company. This section is being disapplied as the matter is already provided for in Article 102;
  - (xxii) Section 1092 deals with the remuneration of the Directors of a Company. This section is being disapplied as the matter is already provided for in Articles 85 and 94; and
  - (xxiii) Section 1093 deals with unanimous written resolutions of members. This section is being disapplied for reasons of practicality.
- (c) Article 34 is being supplemented to make clear that, despite the provision in Section 95(2)(a), Directors are not to charge a fee when registering the transfer of a share, and shall exercise their discretion to this effect.
  - (d) Article 59(b) is being inserted to provide that the Secretary (together with any other person entitled to receive notice under the Act) is entitled to receive notice of general meetings as provided for by Section 180(1)(d) of the Act.
  - (e) In various places in the Articles of Association, the expression “undenominated capital” is being inserted as this expression is now used in the Act to refer to that part of a company’s issued share capital that is not represented by the nominal value paid up on issued shares.
  - (f) In various places in the Articles of Association, the expression “statutory financial statements” is being inserted as this expression is now used in the Act and replaces the term “accounts”. The new expression includes a balance sheet, a profit and loss account and other statements and notes.
  - (g) Article 61 is being amended to make clear that the appointment or re-appointment of the Auditors at general meetings is subject to Sections 380 and 382 to 385.
  - (h) Article 78(a) is being inserted, among other reasons, to make it clear that the Directors’ approval of the instrument of proxy is subject to the requirements of the Act.
  - (i) Article 81(a) is being amended to reflect the provisions of Section 183(10), which allows notices of the revocation of a proxy to be delivered right up to the commencement of the meeting.
  - (j) In Article 109, the word “extended” has been deleted for consistency with Section 146(3).
  - (k) Section 228(1)(d) is an entirely new restriction regarding the use of company property by directors. Article 85 is therefore being amended in order to ensure that Directors can continue to use Company property, subject to such conditions as may be approved or delegated by the Board.
  - (l) Sections 228(1)(e) and 228(2) are entirely new. It is proposed therefore to include a new Article 95 in order to make it clear that Section 228(1)(e) will not restrict anything that may be done by any Director in accordance with the authorisation of the Board or a Board committee.
  - (m) Article 139 is being amended in order to reflect the new requirements regarding the maintenance of accounting records set out in Chapter 2 of Part 6 of the Companies Act 2014.

- (n) Under Article 144, the Directors may use the power provided for in the Act to send shareholders summary financial statements in lieu of the full statutory financial statements of the Company. Article 144 has been amended to provide that, where the Directors elect to do so, any shareholder may request a full copy of the financial statements of the Company to be sent to him or her.

### **General Housekeeping Amendments**

- (o) A number of additional “housekeeping” changes are provided for in the revised Articles of Association, including:
- (i) the inclusion of a number of new definitions, which are needed because of changes which are being made to the Articles of Association. These changes are discussed below. The principal noteworthy definitions which are being included are set out in sub-paragraphs (ii) to (vi) below.
  - (ii) A definition of “Depositary” is being inserted because the term is used in the new Article 12(c), which deals with the obligations of a depositary to disclose information to the Company where it is served with a disclosure notice pursuant to Article 12. The new Article 12 clarifies the extent of these obligations;
  - (iii) Definitions of “electronic address” and “electronic means” are being inserted because “electronic means” is now defined by the Act, and because both of these terms are used in the new Articles 151 and 152, which clarify and update, in accordance with current practice, the basis on which notices, documents and information may be sent both: (1) by the Company to a member; and (2) by a member to the Company (including electronically). Article 2(g) is being inserted to clarify the meaning of the term “electronic form”;
  - (iv) A definition of “the Regulations” is being inserted as the term is now used in the amended Articles 14 and 29, and the new Article 78, which deal, respectively, with the issue and transfer of shares held in uncertificated form and the appointments of proxies in respect of shares held in uncertificated form;
  - (v) A definition of “relevant system” is being inserted as the term is used in the new Article 78(c);
  - (vi) Article 12 is being inserted in order to allow the Directors, where they consider it to be in the best interests of the Company to do so, to issue notices to members requiring such members to make disclosures to the Company regarding interests held in that member’s shares. This provision is now commonplace in the articles of association of public companies;
  - (vii) Article 14, which dealt with financial assistance, is being deleted because it merely restated the position under the law (that the Company is only entitled to give financial assistance to the extent permitted by the Act);
  - (viii) Article 27 is being inserted dealing with the Company’s ability to establish a debt owed to it by a member on foot of a call;
  - (ix) Article 52 is being inserted to allow the Directors to deal with fractional entitlements to shares which may arise on a consolidation or sub-division of shares;
  - (x) Article 54 is being inserted to deal with and clarify the Company’s ability to purchase its own shares and other securities (and to make market purchases of its own shares);
  - (xi) Article 59 is being amended: (1) because it is no longer necessary to state the conditions pursuant to which an extraordinary general meeting (not called for the passing of a special resolution) may be called on 14 days’ notice, as these conditions are now stated in Section 1102 of the Act; (2) to set out in greater detail the requirements for notices of general meetings; (3) to set out the Directors’ ability to stipulate members’ eligibility, by reference to the date on which the members’ names were entered on the register of members, to receive notice of general meeting; (4) under Regulation 15 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (as amended), the date determined by the Directors as being the date by which a member must be entered on the Company’s register of members in order to be eligible to vote at general meetings (the “**voting record date**”), may not be more than 7 days before the day that the notices of the relevant meeting are given. Article 59(d) is being inserted to require the Directors to stipulate the voting record date in the notice;
  - (xii) Article 71 is being inserted in order to give the chairman of a general meeting the authority to maintain the orderly conduct of the meeting;
  - (xiii) Article 72 is being inserted to allow Directors who are not shareholders and any other person invited by the chairman of a general meeting to attend and speak at the meeting;
  - (xiv) Article 75 is being amended to clarify the basis on which a person voting on behalf of a member of unsound mind shall be treated as having the authority to do so;
  - (xv) Articles 78 to 81 are being inserted to update the provisions of the Articles concerning proxy voting (including electronic proxy voting);
  - (xvi) Article 82 is being amended to allow the company secretary or a Director to require a representative of a body corporate to produce evidence of his authority to attend and vote at general meetings;
  - (xvii) Article 83 concerns restriction notices. This Article is being inserted to allow the Directors, in certain circumstances,

to issue a notice against a member which would remove from that member's shares the rights of attendance and voting at general meetings, as well as restricting payments of sums which would otherwise be payable on foot of the member holding such shares and the transferability of such shares. The circumstances in question are where the member fails to pay a call, fails to comply with either a statutory disclosure notice or a disclosure notice issued pursuant to the Articles. This provision is now commonplace in the articles of association of public companies;

- (xviii) Article 84 is being inserted to set a minimum and maximum on the number of Directors.
- (xix) Article 88 is being inserted to allow for the appointment of alternate Directors.
- (xx) Article 92 is being amended because Section 194 of the Companies Act 1963 has been repealed. This Article, as amended, will require detailed disclosure of interests by Directors.
- (xxi) Article 93 is being amended to extend the circumstances in which a Director may vote at Directors' meetings, to include (1) where the Director is entitled to participate in an offer of securities by the Company as a holder of securities in the Company; (2) where there is a proposal relating to any arrangement for the benefit of employees generally; and (3) where there is a proposal concerning the giving of an indemnity to the Directors in accordance with the conditions for same permitted by the Articles. In addition, Article 93 is being amended to allow the Directors to suspend or relax the provisions of Article 93.
- (xxii) Articles 120 and 121 are being inserted to provide clarity on voting at Directors' meetings and to allow for telephone meetings of the Directors.
- (xxiii) Articles 148 and 149 are being inserted to entitle the Auditors to attend general meetings and to be heard at such meetings where appropriate, and to validate acts done by the Auditors where there was some defect in their appointment.
- (xxiv) Articles 157 to 161 deal with various miscellaneous matters not already provided for in the Company's existing articles of association, including the keeping of minutes of meetings, the authentication of documents, the discovery of information, when destruction of documents shall be permitted and the Company's ability to sell shares of holders entitled by transmission.

## Notice of Meeting

NOTICE IS HEREBY GIVEN that the thirty-fifth Annual General Meeting of the Company will be held at The Building Centre, 26 Store Street, London WC1E 7BT, United Kingdom, on 18 May 2016 at 11.00 am for the purpose of considering and, if thought fit, passing the following Resolutions of which Resolutions numbered 1 to 6 (inclusive) will be proposed as Ordinary Resolutions and Resolutions numbered 7 to 10 will be proposed as Special Resolutions.

### Ordinary Business

- 1 To receive and consider the Statement of Accounts for the year ended 31 December 2015 and the reports of the Directors and Auditor thereon.
- 2 To re-elect Mr. Thompson as a Director who retires in accordance with Article 98 of the Articles of Association.
- 3 To re-elect Mr. Phair as a Director who retires in accordance with Article 98 of the Articles of Association.
- 4 To authorise the Directors to fix the remuneration of the Auditor.

### Special Business

- 5 That the Directors be and are hereby authorised to convene the holding of the next Annual General Meeting of the Company following the passing of this Resolution at such time and place (whether in the State or outside the State) as the Directors shall appoint.
- 6 That, in substitution for all existing authorities of the Directors pursuant to Section 1021 of the Companies Act 2014 (but without prejudice to the exercise of any such authority prior to the date hereof), the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Act) up to a maximum amount equal to the aggregate nominal value of the authorised but unissued share capital of the Company from time to time. The authority hereby conferred shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution or, if earlier, the date which is 15 months from the passing of this resolution, provided 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 in pursuance of such offer or agreement notwithstanding that the authority hereby conferred has expired.
- 7 That, in substitution for any existing authority of the Directors pursuant to Section 1023 of the Companies Act 2014 (but without prejudice to the exercise of any such authority prior to the date hereof), the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (as defined by Section 1023 of the Companies Act 2014 for cash as if sub-Section (1) of the said Section 1022 of the said Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with any offer of securities open for any period fixed by the Directors by way of rights, open offer or otherwise in favour of shareholders holding Ordinary Shares and/or any persons having a right to subscribe for or convert securities into Ordinary Shares in the capital of the Company (including, without limitation, any holders of warrants and/or holders of options under the Company's share option scheme for the time being) and subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirements of, any recognised body or stock exchange in any territory; and
- (b) in addition and without prejudice to the authority conferred by paragraph (a) of this Resolution, the allotment of equity securities up to a maximum aggregate nominal value of €197,620.

The power hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Resolution, or, if earlier, the date which is 15 months from the passing of this Resolution, 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 such offer or agreement as if the power conferred hereby had not expired.

- 8 That, in accordance with Section 1102 of the Companies Act 2014, the period of notice for the convening of a general meeting of the Company (other than an annual general meeting or a general meeting called for the passing of a special resolution) be and is hereby reduced to at least 14 days' notice in writing (whether in electronic form or otherwise).
- 9 That:
  - (a) the following new Clause 2 be added to the Memorandum of Association, and that the remaining Clauses of the Memorandum of Association be renumbered accordingly:

"2. The Company is a public limited company."
  - (b) in Clause 3(r) of the Memorandum of Association, the words "Section 60 of the Companies Act, 1963" be deleted and the words "Section 82 of the Companies Act, 2014" be substituted therefor.
- 10 That, the Articles of Association produced to the meeting (a copy of which regulations are marked "X" for identification) be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Dated this day 25 of April 2016  
BY ORDER OF THE BOARD

Max V. Williams  
Secretary  
Registered Office:  
6 Northbrook Road, Dublin 6.

**Notes:****Entitlement to Attend and Vote**

- (a) Only those members registered in the 'Register of Members' of the Company 48 hours before the time appointed for the meeting, or if the meeting is adjourned at 6 p.m. on the day which is two days before the time appointed for the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the relevant time. Changes to entries in the register after the relevant time will be disregarded in determining the right of any person to attend and/or vote at the meeting. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be accepted to order in which the names stand in the 'Register of Members' in respect of a joint holding.

**Website Giving Information Regarding the Meeting**

- (b) Information regarding the meeting, including information required by section 1103 of the Companies Act 2014, is available from [www.aminex-plc.com](http://www.aminex-plc.com).

**Attending in Person**

- (c) The meeting will be held at 11.00 am on 18 May 2016 at The Building Centre, 26 Store Street, London, WE1E 7BT, United Kingdom. If you wish to attend the meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the registration desk before the commencement of the meeting.

**Appointment of Proxies**

- (d) A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy to attend and vote at the meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company.
- (e) A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to members). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a member from attending the Annual General Meeting and voting in person should they wish to do so.
- (f) To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not less than 48 hours before the time appointed for the meeting or any adjournment of the meeting.
- (g) 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.
- (h) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Computershare Investor Services (Ireland) Limited (ID 3RA50) not less than 48 hours before the time appointed for the meeting or any adjournment of the meeting. 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 the issuer's agent 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 by other means.
- (i) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and 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 their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by 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.
- (j) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
- (k) In the case of a corporation, the instrument appointing a proxy shall be either under its common seal or under the hand of an officer or attorney duly authorised in that behalf.
- (l) If a proxy is executed under a power of attorney, such power of attorney must be deposited with the Company with the Form of Proxy.

## Action To Be Taken

(m) As a member, you have several ways to exercise your right to vote:

- by attending the meeting in person;
- by appointing the Chairman or another person as a proxy to vote on your behalf;
- by appointing a proxy via the CREST System if you hold your shares in CREST.

(n) Electronic proxy appointment is available for the meeting. This facility enables a member to lodge his/her proxy appointment by electronic means by logging on to the website of the Registrars, [www.eproxyappointment.com](http://www.eproxyappointment.com). To appoint a proxy electronically members will require the Meeting Control Number, their Shareholder Reference Number (SRN) and PIN number as printed on the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website. Alternatively, for those who hold Ordinary Shares in CREST, a member may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Computershare (CREST participant ID 3RA50). In each case the proxy appointment must be received by no later than 11.00 am on 16 May 2016.

(o) Should you not receive a Form of Proxy you may request this by telephoning the Company's registrar on 01 2475697 (from Ireland) /0870 707 1535 (from the UK) or by writing to the Company Secretary at the address set out above.

## Questions at the Annual General Meeting

(p) Pursuant to section 1107 of the Companies Act 2014, any member attending the meeting has the right to ask questions, subject to any reasonable measures the Company may take to ensure identification of the member. The Company must cause to be answered any such question relating to 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 the Company's website in the form of an answer to a question, or (c) it appears to the Chairman of the meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

## Members' right to table draft resolutions and put items on the agenda

(q) A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to table a draft resolution for an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2016 Annual General Meeting, the latest date for submission of such requests was 5 April 2016 (being 42 days prior to the date of the meeting). The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Aminex plc, 6 Northbrook Road, Dublin 6, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Investor Code (IVC) (as printed on the accompanying Form of Proxy) and is sent to [company.secretary@aminex-plc.com](mailto:company.secretary@aminex-plc.com).

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

(r) A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to put an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2016 Annual General Meeting, the latest date for submission of such requests was 5 April 2016 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing the details of the item you wish to have included in the agenda of the meeting;
- must set out in writing your reasons why the item is to be included in the agenda of the meeting;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Aminex plc, 6 Northbrook Road, Dublin 6, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Investor Code (IVC) (as printed on the accompanying Form of Proxy) and is sent to [company.secretary@aminex-plc.com](mailto:company.secretary@aminex-plc.com).

Any requested item must not be defamatory of any person.

## Issued shares and total voting rights

(s) The total number of issued shares on the date of this notice of Annual General Meeting is 1,976,205,480. On a vote by show of hands every member who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every member shall have one vote for every share carrying voting rights of which he is the holder.

(t) The ordinary resolutions require a simple majority of members voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75 per cent of those who vote either in person or by proxy to be passed.