

**If you are in any doubt as to the contents of this document, or about the action you should take, you are recommended to immediately consult your independent financial adviser (being, if you are resident in Ireland, an organisation or firm authorised or exempted pursuant to the Investment Intermediaries Act 1995 (as amended) or the European Communities (Markets in Financial Instruments) Regulations 2017 (as amended) or, if you are resident in the United Kingdom, an organisation or firm authorised or exempted pursuant to the Financial Services and Markets Act 2000 of the United Kingdom (“FSMA”), or another appropriately authorised adviser if you are in a territory outside Ireland or the United Kingdom).**

If you sell or have sold or otherwise transferred all of your Ordinary Shares, please send this Circular together with the accompanying documents as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward delivery to the purchaser or the transferee except that such documents should not be sent in, into or from any jurisdiction where to do so might constitute a violation of local securities laws or regulations. The distribution of this document and/or any accompanying documents in, into or from jurisdictions other than Ireland and the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or any accompanying documents come should inform themselves about and observe any such restrictions.

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# **Aminex PLC**

*(Incorporated and registered in Ireland under the Companies Act 2014 with registered number 72399)*

## **Proposed transfer of the Company’s listing category on the Official List from Premium to Standard**

**and**

## **Notice of Annual General Meeting**

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**This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Aminex in Part I of this document, which contains the unanimous recommendation of the Directors that you vote in favour of the Resolutions to be proposed at the Annual General Meeting referred to below.**

Subject to the Transfer Resolution being passed, an application will be made to the FCA for the category of the Company’s listing of Ordinary Shares on the UK Official List to be transferred from Premium Listing to Standard Listing. Following the transfer, the Ordinary Shares will continue to be traded on the London Stock Exchange’s main market for listed securities and on Euronext Dublin’s regulated market.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such representations must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change to the affairs of the Company since the date of this document or that the information is correct as of any subsequent time.

This document does not constitute, or form part of, any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe for any shares in the Company in any jurisdiction.

The contents of this document should not be construed as legal, business or tax advice. Each shareholder should consult his, her or its own legal adviser, financial adviser or tax adviser for legal, financial or tax advice.

This document is published on 17 May 2019.

## **FORWARD-LOOKING STATEMENTS**

This document includes statements that are, or may be deemed to be, forward looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms “anticipates”, “believes”, “estimates”, “expects”, “intends”, “may”, “plans”, “projects”, “should” or “will”, or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. They appear in a number of places throughout this document and include, but are not limited to, statements regarding Aminex’s and/or the Group’s intentions, beliefs or current expectations concerning, amongst other things, Aminex’s results of operations, financial position, prospects, growth, strategies and expectations for the industry in which it operates. By their nature, forward looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward looking statements are not guarantees of future performance and the actual results of Aminex’s operations, financial position, and the development of the markets and the industry in which Aminex operates may differ materially from those described in, or suggested by, the forward looking statements contained in this Circular. In addition, even if the results of operations, financial position, and the development of the markets and the industry in which Aminex and/or the Group operates, are consistent with the forward looking statements contained in this Circular, those results or developments may not be indicative of results or developments in subsequent periods. A number of factors could cause results and developments of Aminex and/or the Group to differ materially from those expressed or implied by the forward looking statements including, without limitation, general economic and business conditions, industry trends, competition, changes in regulation, currency fluctuations, changes in its business strategy, political and economic uncertainty.

Forward looking statements may, and often do, differ materially from actual results. Any forward looking statements in this document reflect Aminex’s and/or the Group’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to Aminex’s and/or the Group’s operations, results of operations and growth strategy.

Save as required by the Prospectus Rules, the UK Listing Rules, the Irish Listing Rules, the Market Abuse Regulations, the Transparency Regulations and Rules and the Disclosure Guidance and Transparency Rules, Aminex undertakes no obligation to update these forward looking statements and will not publicly release any revisions it may make to these forward looking statements that may occur due to any change in Aminex’s and/or the Group’s expectations or to reflect events or circumstances after the date of this document.

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The dates given are based on the Company's current expectations and may be subject to change. If any of the times or dates below change, the Company will give notice of the change by issuing an announcement through a Regulatory Information Service. Details of the revised times and/or dates will also be available on [www.aminex-plc.com/investors](http://www.aminex-plc.com/investors).

All times shown in this timetable are Dublin/London times unless otherwise stated.

<i>Event</i>	<i>Time and/or date</i>
Posting of this notice of Annual General Meeting	17 May 2019
Latest time for receipt of CREST Proxy Instructions, Form of Proxy or electronic registration of a proxy appointment for the Annual General Meeting	11.00 a.m. on 10 June 2019
Annual General Meeting	11.00 a.m. on 12 June 2019
Expected date upon which the Proposed Transfer will become effective	The Company will give at least 20 business days' notice by RIS announcement of the date that the transfer will become effective and the earliest date the transfer can become effective is 10 July 2019

## PART I

### LETTER FROM THE CHAIRMAN

#### Aminex PLC

*(Incorporated and registered in Ireland under the Companies Act 2014 with registered number 72399)*

##### Directors

John Bell (*Independent Non-Executive Chairman*)  
Jay Bhattacharjee (*Chief Executive Officer*)  
Max Williams (*Chief Financial Officer*)  
Tom Mackay (*Senior Independent Non-Executive Director*)  
Ola Fjeld (*Non-Executive Director*)  
Sultan Al-Ghaithi (*Non-Executive Director*)  
Linda Beal (*Independent Non-Executive Director*)

##### Registered Office

Paramount Court  
Corrig Road  
Sandyford Business Park,  
Dublin 18, D18 R9C7  
Ireland

17 May 2019

Dear Shareholder,

#### Notice of Annual General Meeting and

#### Proposed transfer from a Premium Listing to a Standard Listing in the UK

The Annual General Meeting (“AGM”) of Aminex PLC is to be held at 11.00 a.m. on Wednesday 12 June 2019 at ByrneWallace, 88 Harcourt Street, Dublin 2, D02 DK18. The Notice of the Annual General Meeting is set out on pages 12 to 15.

In addition to the Ordinary Business to be transacted at the Annual General Meeting (as set out in Resolutions 1 to 5), the Board also proposes as Special Business the Resolutions numbered 6 to 9, as explained below.

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 €754,136, representing 20 per cent of the Company’s issued ordinary share capital (excluding deferred share capital) as at 17 May 2019. 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, 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.

The background to Resolution 9 relating to the Proposed Transfer, and which is a special resolution, is set out in detail in paragraphs 1 to 4 of this letter.

#### 1 INTRODUCTION TO THE PROPOSED TRANSFER

On 30 April 2019, the Board announced that Aminex would seek authority from Shareholders to transfer the Company’s listing category of the Ordinary Shares on the UK Official List from a Premium Listing and into the category of a Standard Listing.

Under the UK Listing Rules, the Proposed Transfer requires the Company to first obtain the prior approval of the Shareholders. The approval of at least 75 per cent. of the Shareholders voting (whether in person or by proxy) at the Annual General Meeting will be required.

If the Proposed Transfer does not occur because Shareholders do not vote in favour of the Transfer Resolution, then the Company will continue to maintain its Premium Listing and will not benefit from the greater degree of regulatory flexibility that a sole Standard Listing would provide.

## **2 BACKGROUND TO AND REASONS FOR THE PROPOSED TRANSFER**

Aminex's intention is to create shareholder value by developing its portfolio of assets in Tanzania and to seek opportunities in new areas within and outside Africa to balance cost and risk through the acquisitions of assets.

Your Board believes that the additional regulatory requirements imposed by maintaining the listing on the Premium Segment and Primary Irish Segment are no longer in the best interests of the Company. Although the Company appreciates the principles underlying the FCA's and Euronext's additional 'super-equivalent' provisions, compliance with those provisions reduces the flexibility of the Company and imposes additional direct and indirect costs, which the Board believes are not proportionate to the benefit of continued compliance with them, from the perspective of the Company. By moving to a sole listing on the Standard Segment over time, the Company would have greater flexibility to undertake certain transactions, including the acquisition of assets, without being required to seek shareholder approval and incur costs such as those associated with the publication of circulars which companies with a listing on the Premium Segment and/or Primary Irish Segment are required to produce by virtue of the additional 'super-equivalent' regulatory provisions. The Company has historically incurred considerable costs in complying with the requirements of the Listing Rules most recently in relation to the circular which the Company sent to shareholders in December 2019 in connection with the Company's pending farm-out of a 50% interest in the Ruvuma PSA.

Post the Proposed Transfer, the Company would not be eligible for a secondary listing on the Irish Official List as it would no longer have an overseas primary listing. Consequently, the Board intends to cancel the listing of the Ordinary Shares on Euronext Dublin to secure the appropriate flexibility afforded by the listing on the Standard Segment. However, given the levels of uncertainty which remain regarding the United Kingdom's expected withdrawal from the European Union, the Board will assess the cancellation of the Irish Listing at a future date when it is comfortable that there is sufficient clarity regarding the United Kingdom's future relationship with the European Union. While the Company maintains its Irish Primary Listing, it will continue to be required to adhere to Euronext's 'super-equivalent' provisions. The Company will not be required to obtain the approval of shareholders for the cancellation of the Primary Listing provided the Company retains the Standard Listing at the date of the cancellation.

Your Board believes that ultimately a sole listing on the Standard Segment of the UK Official List, with trading on the main market of the London Stock Exchange would represent the best balance between the positive benefits of regulatory requirements designed to protect the interests of Shareholders as a whole and the downside of such requirements (principally loss of flexibility plus direct and indirect costs of compliance), having regard to the size of the Company and business plans in the medium term specifically its intention to seek opportunities in new areas through the acquisitions of assets.

## **3 IMPLICATIONS FOR THE GROUP AND ANTICIPATED CHANGES FOLLOWING THE TRANSFER**

The Company remains committed to good corporate governance and will continue to comply with the UK Corporate Governance Code, the regulations of the Central Bank of Ireland and those requirements of the FCA which are applicable to a company with a Standard listing in addition to a listing on another EU regulated market in its home EU member state. The Company does not anticipate there being any material change to its corporate governance arrangements as a result of the transfer.

The Company does not anticipate any material change in the business of the Group as a result of the transfer. However, the Company anticipates that it is reasonably likely that there could be certain transactions where the costs of compliance with the additional requirements applicable to the Premium Segment would have meant that the Directors would conclude that the transaction would not be in the

Company's best interests if the Company were subject to those regulatory requirements, but if the Company were to be free of those regulatory requirements, they would conclude that the transaction would be in the Company's best interests.

Under a Standard listing, the Company will remain subject to certain provisions of the UK Listing Rules and the UK Disclosure and Transparency Rules. A number of provisions of the UK Listing Rules and the UK Disclosure and Transparency Rules do not currently apply to the Company because those provisions derive from EU law and the Company's home member state of the European Union is Ireland. The Company, as a company incorporated in Ireland with securities admitted to trading on a regulated market in Ireland, is, and will remain, subject to the Irish Takeover Rules. In addition, Aminex will remain subject to the Market Abuse Regulation, the Irish Transparency Regulations and the Irish Prospectus Regulations and their respective rules. Ireland will continue to be the home country of the Company for the purposes of compliance with the EU directives and the Central Bank of Ireland will continue to be the Company's competent authority for these purposes. The Company will therefore continue to be bound by rules on continuous disclosure, periodic financial reporting, disclosure of interests in shares and the maintenance of an orderly market, including the rules governing insider dealing, market manipulation and the disclosure of price sensitive information.

A detailed summary of the differences between the UK Listing Rules that are applicable to the Company, by virtue of its Premium listing and those which will apply if it moves to a Standard listing, taking into account the provisions which would not apply in either case due to the Company being subject to Irish laws and regulations instead, is set out as Part II of this document. The principal differences are that the UK Listing Rules in respect of Significant Transactions and Related Party Transactions (including the requirement to seek shareholder approval in certain cases) would no longer apply to the Company.

The Proposed Transfer will not have any impact on the domicile of Aminex. The Company will remain incorporated, headquartered and tax resident in Ireland.

#### **Trading arrangements**

The trading arrangements for the Company's shares on the London Stock Exchange and Euronext Dublin will remain unchanged.

The Company's shares are not included in the UK series of the FTSE indices and the transfer is not expected to result in any impact on the indexation of the Company's shares. However, assuming that the Irish Listing is cancelled in the future, it is possible that the investment policy of certain investors may prohibit or look less favourably upon holding shares which are listed solely on the Standard Segment than those listed on the Premium Segment and/or Primary Irish Segment, which may adversely affect the price of the Company's Shares or trading volumes in the future.

#### **4 RESOLUTION PROPOSED AT THE ANNUAL GENERAL MEETING**

Completion of the Proposed Transfer is conditional upon shareholders' approval by way of resolution being obtained at the Annual General Meeting, which must be approved by not less than 75% of the votes attaching to the shares voted on the resolution. A notice convening the Annual General Meeting, at which the Transfer Resolution will be proposed, is set out on pages 12 to 15 of this document.

#### **5 RECOMMENDATION**

The Board considers that the Resolutions, including the Transfer Resolution, are in the best interests of Shareholders as a whole and, accordingly, unanimously recommends that all Shareholders vote in favour of the Resolutions at the Annual General Meeting, as the Directors intend to do in respect of their own beneficial shareholdings which amount to 56,058,338 Ordinary Shares representing approximately 1.49 per cent. of the Company's issued ordinary share capital as at the Latest Practicable Date.

Yours sincerely,

**John Bell**  
*Chairman*

## PART II

### A SUMMARY OF THE DIFFERENCES BETWEEN STANDARD AND PREMIUM CATEGORIES OF LISTING, AS THEY APPLY TO THE COMPANY

The following paragraphs set out the differences in the regulations applying to Standard listings and Premium listings, taking account of their application to the Company, having regard to its jurisdiction of incorporation. The Board intends to cancel the listing of the Ordinary Shares on Euronext Dublin in the medium term however while the Company maintains its Irish Primary Listing, it will continue to be required to adhere to Euronext's 'super-equivalent' provisions which replicate the provisions of the Premium Segment.

- 1 Companies with a Premium Listing are required to retain a sponsor for certain transactions and to consult a sponsor if proposing to enter into certain transactions in which the appointment of a sponsor might be required, in order to obtain guidance as to the application of the UK Listing Rules to such transaction. Companies with a Standard Listing are only required to appoint a sponsor if they wish to transfer their listing to the Premium Listing.
- 2 Companies with a Standard Listing are required to comply with the two Listing Principles contained in LR 7.2.1, which require companies to (i) establish and maintain adequate procedures, systems and controls to enable them to comply with their obligations; and (ii) deal with the FCA in an open and co-operative manner. However, they are not required to comply with the additional six Premium Listing Principles contained in LR 7.2.1A, which only apply to companies with a Premium Listing.
- 3 Companies with a Standard listing are not required to comply with the provisions of Chapter 10 of the UK Listing Rules in relation to Significant Transactions. Chapter 10 sets out requirements for shareholders to be provided with certain details in respect of Significant Transactions which exceed certain class test ratios and to approve certain larger Significant Transactions which exceed certain class test ratios, commonly referred to as Class 2 Transactions and Class 1 Transactions respectively. Following the transfer to a Standard Listing, the Company would be able to undertake such Significant Transactions, including Class 1 Transactions without seeking shareholder approval (unless required for some other reason).
- 4 Companies with a Standard listing are not required to comply with the provisions of Chapter 11 of the UK Listing Rules for Related Party Transactions. Chapter 11 sets out requirements for certain transactions with related parties (such as substantial shareholders, directors and their associates) to be reviewed by a sponsor, who must confirm that the terms are fair and reasonable as far as shareholders are concerned, with larger Related Party Transactions also being conditional upon receipt of shareholder approval (any relevant related party and its affiliates must refrain from voting on the relevant resolution). Following the transfer to a Standard Listing and assuming that the Irish Listing is cancelled, the Company would be able to undertake Related Party Transactions without confirmation from an independent financial adviser that the terms are fair and reasonable or obtaining shareholder approval (unless required for some other reason). The Group will continue to consider the terms of transactions with regards to the interests of the Company and shareholders as a whole and when appropriate. The Group will continue to apply good corporate governance principles in this respect. The Board believes that these principles and the decision-making culture within the Group will continue to ensure that transactions with related parties continue to be fair and reasonable from the perspective of the Company's shareholders.
- 5 Companies with a Standard listing are not required to comply with Chapter 12 of the UK Listing Rules, which applies to companies dealing in their own securities; however, any dealings in the Company's securities will continue to be subject to other general restrictions including the Market Abuse Regulation.
- 6 The UK Corporate Governance Code does not apply directly to companies with a Standard Listing. However companies with a listing on the Irish Official List are required to comply with the UK Corporate Governance Code and consequently the Company will be subject to the UK Corporate Governance Code for as long as it maintains the Irish Listing. Once the Irish Listing is

cancelled, the Company will be free as a company with a sole Standard Listing to change its intentions at any time without prior shareholder approval.

- 7 A company with a Standard Listing is not required to comply with the more extensive requirements relating to the content of circulars issued to shareholders of companies with a Premium Listing as detailed in Chapter 13 of the UK Listing Rules.
- 8 There are a number of miscellaneous continuing obligations imposed by Chapter 9 of the UK Listing Rules for companies with a Premium Listing which do not apply to companies with a Standard Listing:
  - 8.1 LR 9.5 contains a set of obligations on companies with a Premium Listing related to particular equity transactions. In particular, it sets out the requirements relating to rights issues, placings and other offers of securities; for example, the restriction whereby listed companies making an open offer, placing or issuing shares out of treasury may not apply a discount of more than 10 per cent. to the middle market price of those shares at the time of announcement of the securities offering (unless shareholder approval has been obtained);
  - 8.2 Companies with a Premium Listing, which are proposing to issue equity securities for cash or proposing to sell from treasury equity shares for cash, must first offer those equity securities to existing shareholders, unless shareholders have authorised the disapplication of such pre-emption rights in accordance with LR 9.3.11R. However, the Company is a company incorporated in Ireland and therefore remains subject to similar pre-emption rights requirements under the Companies Act;
  - 8.3 Companies with a Premium Listing are required to carry on an independent business as their main activity by virtue of LR 9.2.2A;
  - 8.4 Companies with a Premium Listing which have a “controlling shareholder” (i.e. a person who exercises or controls on their own or together with persons with whom they are acting in concert, 30 per cent. or more of the votes able to be cast on all or substantially all matters at general meetings of the listed company) are subject to various provisions (in LR 9.2.2A — 9.2.2H) designed to ensure that the company can operate independently of the controlling shareholder. These provisions extend and complement the regime applicable to “substantial shareholders” which form part of the rules applicable to Related Party Transactions under Chapter 11 of the UK Listing Rules;
  - 8.5 Companies with a Premium Listing are required to exercise operational control over the business it carries on as its main activity at all times by virtue of LR 9.2.2L; and
  - 8.6 Companies with a Premium Listing are subject to restrictions (in LR 9.4.4) on the grant of discounted options to employees and directors except where the grant is pursuant to certain types of employee share scheme or is approved by shareholders.
- 9 Companies with a Standard Listing are not required to obtain the approval of shareholders for the cancellation of the listing. Furthermore the Company will not be required to obtain the approval of shareholders for the cancellation of the Irish Listing provided the Company retains the Standard Listing at the date of the cancellation. Companies with a Premium Listing are required to obtain the approval of shareholders; the same 75 per cent. approval threshold applies as for the Transfer Resolution.

## PART III

### DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

“Aminex” or “Company”	Aminex PLC;
“Annual General Meeting”	the general meeting of the Company expected to be held at ByrneWallace, 88 Harcourt Street, Dublin 2, D02 DK18 at 11:00 a.m. (Dublin/London time) on 12 June 2019, or any adjournment thereof;
“Circular” or “this document”	this document dated 17 May 2019 issued by Aminex to Shareholders in relation to the Proposed Transfer;
“Companies Act”	means the Companies Act 2014, as amended;
“CREST”	the Relevant System (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations);
“CREST Manual”	the manual, as amended from time to time, provided by Euroclear describing CREST and supplied by Euroclear in accordance with the Regulations;
“CREST Proxy Instructions”	a proxy appointment or instruction made via CREST, authenticated in accordance with Euroclear’s specifications and containing the information set out in the CREST Manual;
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
“Directors” or “Board”	the directors of Aminex whose names are set out in Part I of this Circular (or, where the context requires, the directors of Aminex from time to time);
“Dublin time”	the time of day in Dublin, Ireland, from time to time, whether Greenwich Mean Time or Irish Summer Time;
“Euroclear”	Euroclear UK & Ireland Limited, incorporated in England and Wales with registered number 02878738;
“EU”	the European Union;
“FCA”	the UK Financial Conduct Authority in its capacity as the competent authority for the purposes of Part VI of the FSMA;
“Form of Proxy”	the form of proxy which can be requested from the Registrar for use by Shareholders in connection with the Annual General Meeting;
“FSMA”	the Financial Services and Markets Act 2000;
“Group”	Aminex, its subsidiaries and subsidiary undertakings from time to time;
“Irish Listing Rules”	the main securities market listing rules of Euronext Dublin;
“Irish Listing”	the listing of the Ordinary Shares on the Irish Official List;
“Irish Official List”	the Official List maintained by Euronext Dublin;
“Irish Prospectus Regulations”	the Prospectus (Directive 2003/71 EC) Regulations 2005 of Ireland (as amended);

“Irish Takeover Rules”	means the Irish Takeover Panel Act 1997; Takeover Rules 2013;
“Irish Transparency Regulations”	the Transparency (Directive 2004/109/EC) Regulations 2007 and the related rules made by the Central Bank of Ireland under section 1383 of the Companies Act;
“Latest Practicable Date”	16 May 2019, being the latest practicable date prior to the publication of this document;
“Listing Rules”	the UK Listing Rules together with the Irish Listing Rules;
“LSE”	London Stock Exchange plc;
“Main Market”	the Main Market operated by the LSE;
“Market Abuse Regulation”	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse;
“Ordinary Shares”	means ordinary shares of €0.001 each in the capital of the Company;
“Premium Listing” or “Premium Segment”	The “Premium Listing (commercial company)” segment of the official list of the FCA;
“Primary Listing” or “Primary Irish Segment”	The “primary listing (commercial company)” segment of the official list of Euronext Dublin;
“Proposed Transfer”	the proposed transfer of the Ordinary Shares out of the category of a “Premium Listing (commercial company)” on the UK Official List and into the category of a “Standard Listing (shares)” on the UK Official List;
“Prospectus Rules”	the rules made by the FCA pursuant to Part VI of FSMA (as amended from time to time);
“Registrar”	Computershare Investor Services (Ireland) Limited;
“Regulatory Information Service”	a regulatory information service that is approved by the FCA and that is on the list of regulatory information service providers maintained by the FCA;
“Related Party Transaction”	a transaction with a related party which would require a sponsor to provide a fair and reasonable opinion under the existing provisions of the UK Listing Rules, having regard to the basis on which such provisions are currently applied to the Company;
“Resolutions”	the resolutions set out in the Notice of Annual General Meeting contained in this Circular;
“Shareholder”	a holder for the time being of Ordinary Shares;
“Significant Transaction”	a larger transaction which would be classified as a “class 1 transaction” or “class 2 transaction” under the existing provisions of Chapter 10 of the UK Listing Rules, having regard to the basis on which such provisions are currently applied to the Company;
“Standard Listing” or “Standard Segment”	the “Standard Listing (shares)” segment of the official list of the FCA;
“Secondary Listing”	the “Secondary Listing” segment of the official list of Euronext Dublin;
“subsidiary” or “subsidiaries”	has the meaning given in section 1159 of the Companies Act;

“Transfer Resolution”	the resolution to approve the transfer of the company’s shares from the Premium listing segment to the Standard listing segment of the Main Market of the London Stock Exchange;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“UK Disclosure and Transparency Rules”	the Disclosure Guidance and Transparency Rules of the FCA;
“UK Corporate Governance Code”	the Corporate Governance Code issued by the UK Financial Reporting Council;
“UK Listing Rules”	the listing rules made under Part VI of FSMA (as set out in the FCA Handbook), as amended; and
“UK Official List”	the Official List maintained by the FCA pursuant to Part VI of FSMA.

## PART IV

### NOTICE OF ANNUAL GENERAL MEETING

#### Aminex PLC

*(Incorporated and registered in Ireland under the Companies Act 2014 with registered number 72399)*

NOTICE IS HEREBY GIVEN that the thirty-eighth Annual General Meeting of the Company will be held at ByrneWallace, 88 Harcourt Street, Dublin 2, D02 DK18 on 12 June 2019 at 11.00 a.m. 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 9 (inclusive) will be proposed as Special Resolutions.

#### Ordinary Business

1. To receive and consider the Statement of Accounts for the year ended 31 December 2018 and the reports of the Directors and Auditor thereon.
2. To re-elect Mr. Fjeld as a Director who retires in accordance with Article 102 of the Articles of Association.
3. To re-elect Mr. Mackay as a Director who retires in accordance with Article 102 of the Articles of Association.
4. To elect Mrs. Beal as a Director who retires in accordance with Article 108 of the Articles of Association.
5. To authorise the Directors to fix the remuneration of the Auditor.

#### Special Business

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 €754,136.

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 (i) the proposed transfer of the Company's equity share listing on the Official List of the United Kingdom Listing Authority and on the Main Market of the London Stock Exchange plc from the Premium listing (commercial company) segment to the Standard listing (shares) segment be and is hereby approved; and (ii) the Directors of the Company be and are hereby authorised to cause such transfer to be effected and to do and/or procure to be done all such acts or things as they may consider necessary or desirable in connection therewith.

Dated this 17 day of May 2019

BY ORDER OF THE BOARD

**Brian Cassidy**  
*Secretary*

*Registered Office:*

Paramount Court  
Corrig Road  
Sandyford Business Park,  
Dublin 18, D18 R9C7  
Ireland

**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 6.00 pm 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 a.m. on 12 June 2019 at ByrneWallace, 88 Harcourt Street, Dublin 2 D02 DK18.

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 notorially certified copy thereof, must be deposited with the Registrar of the Company, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, 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 a.m. on 10 June 2019.
- (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 2019 Annual General Meeting, the latest date for submission of such requests is 1 May 2019 (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, Paramount Court, Corrig Road, Sandyford Business Park, Dublin 18 D18 R9C7, 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.

#### **Issued shares and total voting rights**

- (r) The total number of issued shares on the date of this notice of Annual General Meeting is 3,770,684,843. 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.
- (s) 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.

#### **Data Protection Statement**

- (t) Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Shareholder Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to whom it discloses the data (including the Company's Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

#### **Miscellaneous**

- (u) A copy of this Notice, the 2018 Annual Report and copies of any other documentation relating to the 2019 Annual General Meeting, including proxy forms, are available on the Company's website, [www.aminex-plc.com](http://www.aminex-plc.com).
- (v) During the meeting, shareholders (or their duly appointed proxies) may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chairman of the meeting. This prohibition shall not apply to equipment being used by the Company for the purpose of projecting the meeting onto screens during the meeting or to photographs taken by accredited press photographers admitted to the meeting.

