

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act, 1995 (as amended) or the European Communities (Markets in Financial Instruments Directive) Regulations 2017 or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 of the United Kingdom or, if you are not so resident, from another authorised independent financial adviser.

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**

Charles Santos (Executive Chairman)  
Tom Mackay  
James Lansdell

Registered Office:  
Paramount Court  
Corrig Road  
Sandyford Business Park  
Dublin 18 D18 R9C7  
Ireland

6 July 2021

To: The holders of Ordinary Shares  
Dear Shareholder,

**Notice of 2021 Annual General Meeting**

The Annual General Meeting (“AGM”) of Aminex PLC (“the Company”) is to be held at 11.00 am on Thursday 29 July 2021 at Kings Buildings, 16 Smith Square, London, SW1P 3JJ. The Notice of the Annual General Meeting is set out on pages 3 to 6.

**COVID-19**

In order to tackle the ongoing COVID-19 global pandemic, the Irish and UK Governments continue to have various laws restricting the movement and gathering of people. These laws include a restriction on travel and gatherings indoors, unless essential for work purposes. The health and wellbeing of our Shareholders, employees, advisers and of the general public is of utmost importance to the Board. The Company is committed to minimising the unnecessary movement of people at this time. As a result, and in order that Shareholders can comply with the measures currently in place, the Annual General Meeting this year will again be a closed meeting, which Shareholders are not permitted to attend in person. The Company shall ensure that a quorum is present to allow the Annual General Meeting to be convened. The voting results on the resolutions put to the Annual General Meeting shall be announced to the market and uploaded on to the Company’s website following the closure of the Annual General Meeting.

The Board remains committed to allowing Shareholders the opportunity to engage with the Board. Shareholders may listen to the proceedings of the meeting remotely by teleconference. The teleconference dial-in details will be provided by an update on the Company’s website at [www.aminex-plc.com](http://www.aminex-plc.com) and by way of announcement to the London Stock Exchange. Please note that this facility will allow shareholders to listen to the business of the Annual General Meeting only. It will not be possible to use this facility to vote or ask questions. If Shareholders have any questions for the Board in advance of the Annual General Meeting, these can be sent by email to [info@aminex-plc.com](mailto:info@aminex-plc.com). All correspondence should include sufficient information to identify a shareholder on the Company’s Register of Members, for example, a shareholder reference number, which is an 11-digit unique identifier printed on the enclosed Form of Proxy. The Board will endeavour to answer key themes of these questions at the AGM.

Given the health risks, and Government recommendations on public gatherings, we encourage all shareholders on this occasion to submit their proxy forms as soon as possible to ensure their vote counts. The deadline for submitting proxies is 11.00 am on Tuesday 27 July 2021. There are several ways for shareholders to exercise their right to vote remotely at the AGM:

- by submitting a validly completed proxy form to Computershare appointing the chair of the meeting as a proxy to vote on their behalf;
- by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com) and submitting their proxy details; or
- by appointing a proxy as set out in the Notes in pages 4 - 6.

Given the meeting restrictions in place the Board encourages shareholders to ensure they appoint the chair of the meeting as their proxy rather than a third party who may not be able to attend the AGM.

## Notice of 2021 Annual General Meeting continued

### **Important changes to voting procedures for certain Shareholders for the AGM**

This will be the Company's first AGM since migration of the holding and settlement of uncertificated shares in the Company from CREST to the Euroclear Bank system which occurred on 15 March 2021. I would urge those of you who hold interests in our Ordinary Shares directly through the Euroclear Bank system or as CREST depository interests ("CDIs") through the CREST system to consult with your stockbroker, custodian or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM. These processes and timelines will differ from the comparable processes and timelines that applied in CREST. We have included some additional explanatory information, set out in the Notes below, based on the information currently available to us, but it will be important for relevant Shareholders to confirm these procedures with their stockbroker, custodian or other intermediary as they may vary depending on the specific arrangements that are in place for individual Shareholders.

### **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 5), the Board also proposes as Special Business the Resolutions numbered 6 and 7, 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 28 October 2022 (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 €452,482, representing 12 per cent of the Company's issued ordinary share capital (excluding deferred share capital) as at 6 July 2021. The authority will remain in place until the earlier of the end of the next AGM or 28 October 2022.

### **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,

Charles Santos  
Executive Chairman

## Notice of Meeting

NOTICE IS HEREBY GIVEN that the fortieth Annual General Meeting of the Company will be held at Kings Buildings, 16 Smith Square, London, SW1P 3JJ on Thursday 29 July 2021 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 Resolution numbered 7 will be proposed as a Special Resolution.

### Ordinary Business:

1. To receive and consider the Statement of Accounts for the year ended 31 December 2020 and the reports of the Directors and Auditor thereon.
2. To elect Charles Santos as a Director who retires in accordance with Article 110 of the Articles of Association.
3. To elect Tom Mackay as a Director who retires in accordance with Article 110 of the Articles of Association.
4. To elect James Lansdell as a Director who retires in accordance with Article 110 of the Articles of Association.
5. To authorise the Directors to fix the remuneration of the Auditor.

### Special Business:

6. That 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) on the earlier of the conclusion of the 2022 Annual General Meeting and 28 October 2022, save 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 as if the power conferred hereby had not expired.

7. That the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 (the "Act") to allot equity securities (as defined by Section 1023 of the Act) for cash as if Section 1022(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities on the exercise of any option or warrant granted by the Company from time to time; 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 €452,482.

The power hereby conferred shall expire on the earlier of the conclusion of the 2022 Annual General Meeting and 28 October 2022, 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.

BY ORDER OF THE BOARD

Brian Cassidy

Secretary

6 July 2021

Registered Office:

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

## Notes:

**Please note that, in accordance with restrictions in place by the Irish and UK Governments in response to the global COVID-19 pandemic, Shareholders or their appointed proxies (unless the proxy is the chairman of the Meeting) will not be allowed to attend the Meeting. All of the notes to this Notice of Meeting and, in particular, any reference to attendance at the Meeting, whether by a Shareholder, its proxy or its corporate representative, shall be construed accordingly.**

### Entitlement to Attend and Vote

- (a) Only those members registered in the 'Register of Members' of the Company four days before the time appointed for the meeting, or if the meeting is adjourned at 6.00 pm on the day which is four 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 Thursday 29 July 2021 at Kings Buildings, 16 Smith Square, London, SW1P 3JJ.

### Proxy Voting – registered members

- (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 13030, 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) 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.
- (h) 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.

### Proxy Voting – EB Participants and CDI Holders

- (i) Electronic proxy voting by Euroclear Nominees Limited as nominee for Euroclear Bank SA/NV ("Euroclear Bank" or "EB") in respect of the ordinary shares registered in the name of Euroclear Nominees Limited may also occur through the use of a secured mechanism to exchange electronic messages (as agreed by the Company with Euroclear Bank).
- (j) All proxy votes must be received by the Company's Registrar not less than 48 hours before the time appointed for the meeting or any adjournment of the meeting. However, persons holding through the Euroclear Bank or (via a holding of CREST depository interests ("CDIs")) CREST systems will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. The submission of a proxy will not prevent members attending and voting at the meeting should you wish to do so.
- (k) For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.
- (l) The following information for EB Participants is based on the information available to the Company as at the date of this document. Participants in the Euroclear system ("EB Participants") can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "EB Services Descriptions"). EB Participants can either send:
- electronic voting instructions to instruct Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear system) ("Euroclear Nominees") (or to appoint the chairman of the meeting as proxy) to:
    - o vote in favour of all or a specific resolution(s);
    - o vote against all or a specific resolution(s);
    - o abstain from all or a specific resolution(s); or
    - o give a discretionary vote to the chairman in respect of one or more of the resolutions being put to a shareholder vote; or
  - a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the chairman of the meeting) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction.

- (m) Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline (being 48 hours before the relevant meeting). Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions. EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.
- (n) The following information for CDI Holders is based on the information available to the Company as at the date of this document. Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage (see section CREST International Service – Proxy voting). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge. If you hold CDIs you will be required to make use of the Euroclear UK & Ireland proxy voting service facilitated on EUI's behalf by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the following documentation: Meetings and Voting Client Set-up Form (CRT408). Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com. Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform. The voting service will process and deliver proxy voting instructions received from CREST members on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third-party proxy). Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above. Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

#### **Action To Be Taken**

- (o) 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 Euroclear Bank processes (for Euroclear Bank participants and CDI holders in CREST) as set out in the Euroclear Bank Service Description and CREST International Manual.
- (p) 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.
- (q) 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**

- (r) 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**

(s) 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 2021 Annual General Meeting, the latest date for submission of such requests is 15 July 2021.

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; and
- 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).

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, Dublin18, 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**

- (t) 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.
- (u) 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**

- (v) 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**

- (w) A copy of this Notice, the 2020 Annual Report and copies of any other documentation relating to the 2021 Annual General Meeting, including proxy forms, are available on the Company's website, [www.aminex-plc.com](http://www.aminex-plc.com).
- (x) 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.



