

**MALVERN INTERNATIONAL PLC**

*(a company incorporated in England and Wales and registered with number 5174452)*

**Notice of Annual General Meeting**

**28 June 2019**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Malvern International plc, please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

## LETTER FROM THE CHAIRMAN

### MALVERN INTERNATIONAL PLC

*(a company incorporated in England and Wales and registered with number 5174452)*

Gopinath Pillai *Chairman*  
Haider M Sithawalla *Deputy Chairman*  
Dr Sam Malafeh *Chief Executive Officer*  
Ramasamy Jayapal *Non-Executive Director*  
Navin Khattar *Non-Executive Director*  
Nirvana Chaudhary *Non-Executive Director*

Witan Gate House  
500-600 Witan Gate West  
Milton Keynes  
MK9 1SH

28 June 2019

Dear Shareholder

#### **Notice of Annual General Meeting**

##### **1. Introduction**

The Annual General Meeting of Malvern International plc (the "Company") will be held at the offices of WH Ireland at 24 Martin Lane, London EC4R 0DR at 11:00 a.m. on 28 June 2019 at which the Directors are proposing the Resolutions. Notice of the Annual General Meeting is set out at the end of this document.

The purpose of this document is to provide you with information on, and to outline the reasons for, the Resolutions and to explain why the Board considers each of them to be in the best interests of the Company and Shareholders as a whole, and why it recommends that you vote in favour of the Resolutions.

A Form of Proxy for use at the Annual General Meeting is enclosed with this document.

##### **2. Notice of Annual General Meeting**

A notice is set out at the end of this document convening the Annual General Meeting of the Company to be held at the offices of WH Ireland at 24 Martin Lane, London EC4R 0DR at 11:00 a.m. on 28 June 2019.

At the Annual General Meeting, Resolutions will be proposed as explained below.

Resolutions 1 to 5 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 6 and 7 will be proposed as special resolutions. This means that for the resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolutions.

#### **Resolution 1 – Receiving the accounts**

A resolution will be proposed to receive and consider the Company's annual accounts for the financial year ended 31 December 2018, the Directors' report and the auditors' report on those accounts.

#### **Resolution 2 – Re-election of director**

A resolution will be proposed to re-elect Haider M Sithawalla who is retiring by rotation in accordance with article 89 of the articles of association of the Company and is offering himself up for re-election as a director of the Company in accordance with article 91 of the articles of association of the Company.

#### **Resolution 3 – Re-election of director**

A resolution will be proposed to elect Nirvana Kumar Chaudhary as a director of the Company, who was appointed by the Board since the last annual general meeting in accordance with article 83.1 of the articles of association of the Company and is offering himself up for re-election as a director of the Company.

#### **Resolution 4 – Reappointment of auditors**

A resolution will be proposed to reappoint Crowe Clark Whitehall LLP as auditors of the Company from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration.

#### **Resolution 5 – Authority to allot shares**

It is proposed to grant an authority pursuant to section 551 Companies Act 2006 to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company for cash up to an aggregate nominal value of £861,920.98 being approximately equal to one third of the Company's issued share capital.

The authority will expire on the earlier of the date which is 15 months from the date of the passing of the Resolution and the conclusion of the next annual general meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting. The Resolution will replace all such existing authorities.

#### **Resolution 6 – Disapplication of statutory pre-emption rights**

Resolution 6, which will be proposed as a special resolution, renews a similar power given at last year's AGM and, if passed, will enable the directors to allot equity securities for cash without having to comply with statutory pre-emption rights, up to an aggregate nominal value of £517,152.59 (representing approximately 20 per cent. of the issued share capital of the

Company).).

The authority will expire on the earlier of the date which is 15 months from the date of the passing of the Resolution and the conclusion of the next annual general meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting. The Resolution will replace all such existing disapplications.

Your directors consider that this authority would enable the Company to issue a limited number of shares for cash to third parties in the future should that be considered desirable.

### **Resolution 7 – Authorisation for market purchase of own shares**

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 51,715,258 of its ordinary shares, representing approximately 20 per cent. of the Company's issued share capital (excluding treasury shares).

The authority will expire on the earlier of the date which is 15 months from the date of the passing of the Resolution or the conclusion of the next annual general meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting.

### **3. Action to be taken**

A Form of Proxy for use by Shareholders at the Annual General Meeting is enclosed. Whether or not you propose to attend the Annual General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, as soon as possible and in any event so as to be received by the registrars no later than 11.00 a.m. on 26 June 2019. The completion and return of the Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you wish to do so.

### **4. Recommendation**

Your Directors consider that all of the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the Annual General Meeting.

Yours sincerely

Gopinath Pillai  
Chairman

## NOTICE OF ANNUAL GENERAL MEETING

### MALVERN INTERNATIONAL PLC

*(a company incorporated in England and Wales and registered with number 5174452)*

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Malvern International plc (the “**Company**”) will be held at the offices of WH Ireland Limited at 24 Martin Lane, London EC4R 0DR on 28 June 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following Resolutions which are proposed as ordinary resolutions.

### ORDINARY RESOLUTIONS

- 1 That the Company's annual accounts for the financial year ended 31 December 2018, the Directors' report and the auditors' report on those accounts be received.
- 2 To re-elect Haider M Sithawalla, who is retiring by rotation in accordance with article 89 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director of the Company in accordance with article 91 of the articles of association of the Company.
- 3 To elect Nirvana Kumar Chaudhary as a director of the Company, who was appointed by the Board since the last annual general meeting in accordance with article 83.1 of the articles of association of the Company and is offering himself up for re-election as a director of the Company.
- 4 To re-appoint Crowe Clark Whitehall LLP as auditors of the Company from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting and to authorise the directors of the Company to fix their remuneration.
- 5 That, in substitution for all existing authorities, the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (“**CA 2006**”) to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares in the Company (together “**Securities**”) up to an aggregate nominal amount of £861,920.98 and unless previously renewed, varied or revoked by the Company in general meeting this authority shall expire at the earlier of the date which is fifteen months from the date of the passing of this Resolution or the conclusion of the next annual general meeting of the Company but the Company may, before such expiry, make an offer or agreement which would or might require Securities to be allotted or granted after such expiry and the directors may allot or grant Securities in pursuance of that offer or agreement as if the authority conferred by this Resolution had not expired.

### SPECIAL RESOLUTIONS

- 6 That, subject to the passing of the proposed Resolution 5 above and in substitution for all existing such authorities the directors be generally empowered pursuant to section 570 of CA 2006 to allot equity securities (within the meaning of section 560 of

CA 2006) for cash pursuant to the authority conferred by Resolution 7 and/or by way of sale of treasury shares (as defined in section 724 of CA 2006) as if section 561(1) of CA 2006 did not apply to such allotment or sale provided that this power is limited to:

- (a) the allotment of equity securities of the Company in connection with an issue or offer of equity securities to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be) to their respective holdings of such shares (excluding any shares held by the Company as treasury shares (as defined in section 724 of CA 2006) on the record date for such allotment or in accordance with the rights attached to such shares but subject to the directors having the right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient to deal with equity securities representing fractional entitlements or to deal with the legal and/or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- (b) the allotment, otherwise than pursuant to paragraph (a) above, of equity securities of the Company up to an aggregate nominal value of £517,152.59 (representing approximately 20 per cent of the Company's issued share capital),

and unless previously renewed, revoked, varied or extended, this power shall expire at the earlier of the date which is fifteen months from the date of the passing of this Resolution or the conclusion of the next annual general meeting of the Company but the Company may before the expiry of this power 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 this power had not expired.

7 To authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the CA 2006) of ordinary shares of £0.01 each provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 51,715,258;
- (b) the minimum price (excluding expenses) which may be paid for each ordinary share is equal to the nominal value of each ordinary share;
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or fifteen months from the date of the passing of this Resolution

(whichever is earlier), save that the Company may enter into a contract to purchase ordinary shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of ordinary shares pursuant to any such contract as if this authority had not expired.

By order of the Board

Gopinath Pillai  
Chairman  
Malvern International plc

Witan Gate House  
500-600 Witan Gate West  
Milton Keynes  
MK9 1SH

28 June 2019

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. A member entitled to attend, speak and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The proxy need not be a member of the Company. Please refer to the notes to the Form of Proxy for further information on appointing a proxy, including how to appoint multiple proxies (as the case may be).
2. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name of your proxy in the space provided. The change must be initialled.
3. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
4. To be effective, the enclosed Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a certified copy of such power or authority) and lodged at the Company's registrar, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD not later than 11:00 a.m. on 26 June 2019, (being 48 hours (excluding any part of a day that is not a working day) before the time of the meeting).
5. Completion and return of the Form of Proxy will not preclude a Shareholder from attending and voting in person at the meeting.
6. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company at 6.00 p.m. on 26 June 2019 (being not more than 48 hours (excluding any part of a day that is not a working day) prior to the time fixed for the meeting) shall be entitled to attend and vote at the meeting or, if the meeting is adjourned, not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the meeting.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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.

In order for a proxy appointment made by means of a CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Neville Registrars Limited (whose CREST ID is 7RA11) not later than 11:00 a.m. on 26 June 2019 (being 48 hours (excluding any part of a day that is not a working day) before the time 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.