

MALVERN INTERNATIONAL PLC

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

Notice of Annual General Meeting

15 October 2020

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.

Important information about the Annual General Meeting (AGM) and Covid-19

Given the current circumstances in relation to Covid-19, the Board has made the decision that the AGM will be held as a closed meeting in accordance with the provisions of the Corporate Insolvency and Governance Act 2020. This means that the AGM will be convened with the minimum quorum of shareholders (facilitated by the Company) to conduct the formal business of the AGM. As such, for the safety and security of all involved, shareholders and their proxies are unable to attend the AGM in person this year. In light of this, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted.

LETTER FROM THE CHAIRMAN

MALVERN INTERNATIONAL PLC

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

Mark Elliott *Non-Executive Chairman*
Richard Mace *Chief Executive Officer*
Alan Carroll *Non-Executive Director*

100 Avebury Boulevard
Milton Keynes
MK9 1FH

21 September 2020

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 15 October 2020 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. Section 656 Companies Act 2006

On 25 June 2020 the Board announced that the Company was carrying out an equity fundraising to raise gross proceeds of approximately £1.25 million by way of a placing to raise up to £1.15 million and a subscription to raise approximately £0.1 million in each case at a price of 0.15 pence per share (the “Fundraising”) and on 4 August 2020 the Company announced that following a review the Board had decided to close its Singapore operations. The Board continues to focus on mitigation of costs and the Company’s finances are being strictly monitored.

The Company’s Auditors are in the process of completing their audit of the Financial Statements for the Company and the Group for the year ended 31 December 2019. It is anticipated that the Company’s Preliminary Results will be published no later than 25 September 2020 with the Accounts sent to Shareholders on or before 30 September 2020.

Whilst the audited net assets of the Company as at 31 December 2019 are not yet available, the Board believes that on completion of the audit, the net assets of the Company will fall below half of the value of the called-up share capital.

Under Section 656 of the Companies Act 2006 (Section 656), when a board becomes aware (or should have been aware) that the net assets of a public company are half or less than the value of its called-up share capital, the directors are required, within 28 days, to call a general meeting of the company for the purpose of considering whether any, and if so what, steps should be taken to deal with the situation.

Consequently the AGM shall also be deemed to be a General Meeting called in connection with Section 656. The Board believes that the Fundraising addressed the immediate concerns and does not consider that any steps are required to be taken beyond those already in hand and accordingly, no additional resolutions will be put to Shareholders at the Annual General Meeting.

3. 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 15 October 2020.

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

Resolutions 1 to 6 (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.

Resolution 7 will be proposed as a special resolution. This means that for the resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

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 2019, the Directors' report and the auditors' report on those accounts.

Resolution 2 – Re-election of director

A resolution will be proposed to elect Mark Elliott 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 3 – Re-election of director

A resolution will be proposed to elect Alan Carroll 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 – Re-election of director

A resolution will be proposed to elect Richard Mace 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 5 – 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 6 – 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 £401,655.75 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 7 – Disapplication of statutory pre-emption rights

Resolution 7, 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 £240,933.45 (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.

4. Action to be taken

A Form of Proxy for use by Shareholders at the Annual General Meeting is enclosed. 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 13 October 2020.

5. 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

Mark Elliott
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 15 October 2020 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 2019, the Directors' report and the auditors' report on those accounts be received.
- 2 To elect Mark Elliott 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.
- 3 To elect Alan Carroll 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 elect Richard Mace 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.
- 5 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.
- 6 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 £401,655.75 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 RESOLUTION

7 That, subject to the passing of the proposed Resolution 6 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 6 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 £240,933.45 (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.

By order of the Board

Mark Elliott
Chairman
Malvern International plc

100 Avebury Boulevard
Milton Keynes
MK9 1FH

21 September 2020

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Please refer to the "Important information about the AGM and Covid-19" box on the first page for important information as to how the AGM will be conducted this year.

1. A member of the Company is 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. **However, as the meeting will be conducted as a closed meeting in accordance with the Corporate Insolvency and Governance Act 2020, you are strongly advised to appoint the Chairman of the meeting as your proxy to ensure that your vote is counted.** If you sign and return your proxy form with no name inserted in the space, the Chairman of the meeting will be deemed to be your proxy.
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 13 October 2020, (being 48 hours (excluding any part of a day that is not a working day) before the time of the meeting).
5. 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 13 October 2020 (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 13 October 2020 (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.