

Notice of the 2019 Annual General Meeting

Velocity Composites plc



Notice is hereby given that the 2019 Annual General Meeting of Velocity Composites plc (the “**Company**”) will be held at the offices of Finncap 60 New Broad Street, London, EC2M 1JJ on 25 March 2019 at 10.00am to consider, and if thought fit, pass the following resolutions. Resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions.

Ordinary Business

Ordinary resolutions

1. To receive and adopt the audited accounts of the Company for the period ended 31 October 2018 and the reports of the directors and independent auditors thereon.
2. To approve the Directors’ Remuneration Report contained within the Company’s Annual Report and Accounts for the period ended 31 October 2018.
3. To re-appoint as a director Mark Mills who retires from office in accordance with the Company’s Articles of Association and offers himself for re-appointment.
4. To re-appoint as a non-executive director Brian Tenner who retires from office in accordance with the Company’s Articles of Association and offers himself for re-appointment.
5. To re-appoint as a non-executive director Meera Parmar who retires from office in accordance with the Company’s Articles of Association and offers herself for re-appointment.
6. To re-appoint Grant Thornton UK LLP as independent auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid and to authorise the directors to determine the auditors’ remuneration.

Special Business

Ordinary resolution

7. To resolve that the directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - 7.1 up to a maximum nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £29,829.62 (such amount to be reduced by the nominal amount allotted or granted under paragraph 7.2 below in excess of such amount); and
 - 7.2 comprising equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £59,659.23 (such amount to be reduced by any allotments or grants made under 7.1 above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 24 March 2020), unless previously revoked or varied by the Company (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry, and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

Special Resolutions

8. To resolve that, subject to the passing of resolution 7 set out above, the directors be and are hereby given power pursuant to Sections 570(1) and 573 of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash pursuant to the authorisation conferred by that resolution, as if Section 561 of the Act did not apply to any such allotment, provided that such authority be limited:

8.1 to the allotment of equity securities for cash in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authorisation granted under resolution 7.2 above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

8.2 to the allotment of equity securities (otherwise than under paragraph 8.1 above) up to an aggregate nominal amount of £8,948.89,

such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 24 March 2020), unless previously revoked or varied by the Company (save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired).

9. To authorise the Company generally and unconditionally for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of the ordinary shares in the capital of the Company on such terms and in such manner as the directors may from time to time determine, such shares to be either held as treasury shares or cancelled as the board may determine, provided that:

9.1 the maximum aggregate number of shares that may be purchased is 3,579,554;

9.2 the minimum price that may be paid for each ordinary share is the nominal amount of such share which amount shall be exclusive of expenses, if any.

9.3 the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to the higher of:

9.3.1 105 per cent of the average of the middle market quotations for the ordinary shares of the Company (as derived from the AIM Appendix to the Daily Official List of London Stock Exchange plc) for the five business days immediately preceding the day on which such share is contracted to be purchased; and

9.3.2 the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by the Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation;

9.4 the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired; and

9.5 unless previously renewed, revoked or varied, this authority shall expire on 24 March 2020, or if earlier, at the conclusion of the next annual general meeting of the Company.

By order of the Board

Andrew Hebb
Company Secretary

1 March 2019

Registered Office: AMS Technology Park, Billington Road, Burnley, Lancashire, BB11 5UB

Registered in England and Wales No. 06389233

Notes:

1. All members who hold ordinary shares are entitled to attend and vote at the meeting. A member who is entitled to attend and vote may appoint one or more proxies to attend and vote instead of him/her, and a proxy need not also be a member. A form of proxy accompanies this notice and the notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. If you do not intend being present at the meeting please sign and return it so as to reach the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, by no later than 10.00am on 21 March 2019. The return by a member of a duly completed form of proxy will not preclude any such member from attending in person and voting at the meeting. If you wish to attend the meeting in person, we advise arriving at least 15 minutes prior to the meeting.
2. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please return a separate form in relation to each proxy to the Company's registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, clearly indicating next to the name of each proxy the number and class of shares in respect of which he is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the shareholder will result in the proxy appointment being invalid. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
3. The register of directors' interests in the shares of the Company and copies of the directors' service contracts and letters of appointment, other than those expiring or determinable without payment of compensation within one year, are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturdays, Sundays and public holidays in England and Wales excluded) from the date of this notice until the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of member of the Company by 6.30pm on Thursday 21 March 2019 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. There are set out below notes to the resolutions to be passed at the AGM. If you require further guidance you should contact your solicitor or financial adviser.
6. 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 & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Equiniti Limited (ID: RA19) not later than 48 hours before the time fixed for the AGM. 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 Equiniti is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. 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.

Explanatory Notes to the Resolutions to be proposed at the Annual General Meeting

Resolution 1

Report and accounts

The directors will present the audited financial statements of the Company for the period ended 31 October 2018 together with the directors' report and the auditor's report on those financial statements.

Resolution 2

Remuneration report

The directors will present the remuneration report for the period ended 31 October 2018 for approval. This vote is not mandatory but is considered best practice.

Resolutions 3 to 5 inclusive

Re-election of directors

Under the articles of association of the Company, all directors appointed by the Board after the first annual general meeting shall retire at the annual general meeting following appointment and shall then be eligible for re-election and at least one third of the total number of directors shall retire at the annual general meeting and shall then be eligible for re-election.

Resolution 6

Re-appointment of auditors and fixing of auditors' remuneration

At every Annual General Meeting at which accounts are laid before shareholders, the Company is required to appoint an auditor to hold office from the end of the meeting until the next such meeting. This Resolution 6 proposes that Grant Thornton UK LLP be re-appointed as the Company's auditors to hold office until the next Annual General Meeting and that the directors be authorised to set their remuneration.

Resolution 7

General authority to allot new shares

Resolution 7, if passed, will grant authority for the directors to issue new shares within the best practice limits set by The Investment Association. The authority set out in paragraph 7.1 would permit allotments of new shares up to approximately one-third of the current issued share capital. The authority set out in paragraph 7.2 would permit allotments of new shares up to approximately two-thirds of the current issued share capital but would apply only in the case of an allotment of shares made pursuant to a rights issue (pre-emptive offer).

Resolution 8

General disapplication of pre-emption rights

Resolution 8, which is proposed as a special resolution, will, if passed, disapply the statutory pre-emption provisions that otherwise restrict directors from issuing new shares other than pursuant to a rights issue. The relaxation of the statutory restriction proposed in this resolution would apply to 10 per cent. of the Company's current issued share capital.

Resolution 9

Resolution 9, which is proposed as a special will give the Company authority to purchase its own shares in the market up to a limit of approximately 10 per cent. of its issued ordinary share capital (excluding treasury shares) at Thursday 28 February 2019, being the latest practicable date prior to the publication of this notice. The maximum and minimum prices are stated in the resolution. Whilst they do not currently have any intention to utilise this authority the directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. The directors will exercise this authority only if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally.

In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act 2006, be retained as treasury shares. The Company may consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This gives the Company the ability to transfer treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base.