



# SPRUE AEGIS

6 June 2016

***To the holders of Ordinary Shares***

**Notice of Annual General Meeting of Sprue Aegis plc (“Sprue” or the “Company”)**

Dear Shareholder,

I am pleased to write to you with details of Sprue’s forthcoming Annual General Meeting (“AGM”) which is being held at **10.30 a.m. on 30 June 2016** at Nailcote Hall, Nailcote Lane, Berkswell, Warwickshire CV7 7DE, the formal business of which is set out in the enclosed Notice of AGM.

I enclose herewith a copy of the Company’s report and accounts for the year ended 31 December 2015, together with the Notice of AGM and a proxy form.

If you wish to vote on the resolutions but cannot attend the AGM, I would urge you to complete the attached proxy form and return it to the Company’s registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible and so as to be received by no later than 10.30 a.m. on 28 June 2016. Completion and return of a form of proxy does not preclude you from attending the AGM and voting in person if you wish to do so.

The Board considers that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of each of the resolutions in respect of their own beneficial holdings and unanimously recommends shareholders to do likewise.

Yours faithfully,

Graham Whitworth  
**Executive Chairman**

**Sprue Aegis plc**  
Registered in England and Wales No. 03991353

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sprue Aegis plc (the "Company") will be held at **10.30 a.m. on 30 June 2016** at Nailcote Hall, Nailcote Lane, Berkswell, Warwickshire CV7 7DE for the purposes of the following business:

**Ordinary Business**

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the annual accounts of the Company for the year ended 31 December 2015, together with the reports of the directors of the Company (the "Directors") and the auditors on those accounts.
2. To approve the Directors' remuneration report for the year ended 31 December 2015.
3. To re-elect as a director Graham Whitworth who retires by rotation in accordance with the Company's articles of association and who, being eligible, offers himself up for re-election as a director of the Company.
4. To re-elect as a director Thomas Russo who retires by rotation in accordance with the Company's articles of association and who, being eligible, offers himself up for re-election as a director of the Company.
5. To re-elect as a director Ashley Silverton who retires by rotation in accordance with the Company's articles of association and who, being eligible, offers himself up for re-election as a director of the Company.
6. To re-elect RSM UK Audit LLP as auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to determine their remuneration.
7. To declare a final dividend of 5.5 pence per ordinary share in respect of the year ended 31 December 2015. The dividend will be paid on 22 July 2016 to shareholders on the record at 8 July 2016.

**Special Business**

To consider and, if thought fit, pass the following resolutions of which resolution 8 will be proposed as an ordinary resolution and resolutions 9 and 10 will be proposed as special resolutions:

8. In accordance with section 551 of the Companies Act 2006 (the "Act"), to generally and unconditionally authorise the Directors to allot shares in the Company, grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £306,000 (being approximately one-third of the aggregate nominal amount of the current issued share capital of the Company as at the date of this Notice) provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months from the date of this resolution or, if earlier, on the conclusion of the Annual General Meeting of the Company to be held in 2017, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.
9. Subject to the passing of resolution 8 above and in accordance with section 570 of the Act, to generally empower the Directors to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 8 above, as

if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £45,855 (being approximately 10% of the aggregate nominal amount of the current issued share capital of the Company as at the date of this Notice), such authority to expire 15 months from the date of this resolution or, if earlier, on the conclusion of the Annual General Meeting of the Company to be held in 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after this resolution has expired.

10. To generally and unconditionally authorise the Company to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of £0.02 each, provided that:
  - 10.1 the maximum aggregate number of ordinary shares that may be purchased is limited to 4,585,536, representing approximately 10% of the current issued share capital of the Company;
  - 10.2 the minimum price (excluding expenses) which may be paid for each ordinary share is £0.02; and
  - 10.3 the maximum price (excluding expenses) which may be paid for each ordinary share is an amount not exceeding 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange for the five business days prior to the day the purchase is made,

such authority is to expire 15 months from the date of this resolution or, if earlier, on the conclusion of the Annual General Meeting of the Company to be held in 2017 save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By order of the Board 6 June 2016

William Payne  
**Company Secretary**

c/o Neville Registrars Limited  
Neville House  
18 Laurel Lane  
Halesowen  
West Midlands  
B63 3DA

**Notes:**

1. As at 3 June 2016 (being the last business day prior to the publication of the Notice of AGM) the Company's issued share capital consists of 45,855,365 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 June 2016 are 45,855,365.
2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the company specifies that only those members registered on the Company's register of members at:
  - 10.30 a.m. on 28 June 2016; or
  - if this Meeting is adjourned, at 6.00 p.m. on the day two working days prior to the adjourned meeting;shall be entitled to attend and vote at the AGM.
3. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
4. Please see the enclosed Notes to Proxy Card for notes relating to proxies.