

**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 recently sold or transferred all of your shares in Ecovista 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.

**ECOVISTA PLC**

*(Incorporated in England and Wales with Registered Number 05660908)*

*Directors:*

Luca Tenuta (Chairman)

Kenneth William Jones

Louise Clare Stokely

*To the Shareholders of Ecovista PLC*

Dear Shareholder

**ANNUAL GENERAL MEETING – 11.00 a.m. on 14<sup>th</sup> November 2016 at 31  
Southampton Row, London - WC1B SHJ - United Kingdom**

I am pleased to enclose the notice of the Company's Annual General Meeting, to be held at 11.00 a.m. on 14<sup>th</sup> November 2016 at 31 Southampton Row, London - WC1B SHJ - United Kingdom.

The ordinary business of the Annual General Meeting will be to receive and adopt the accounts of the Company to 30 December 2015, to appoint new auditors, and to re-elect directors.

The special business address at the Annual General Meeting will be to change the year end accounting date of the company and to receive authority to allot shares and to dis-apply pre-emption rights.

You will find set out at the end of this document a notice convening the AGM to be held at **31 Southampton Row, London - WC1B SHJ - United Kingdom**

## **1. ACTION TO BE TAKEN**

A Form of Proxy is enclosed, for use at the AGM. Whether or not you intend to be present at the AGM, you are asked to complete, sign and return the Form of Proxy to the Company's registrars, Share Registrars Ltd, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, as soon as possible but in any event, so as to arrive no later than 11.00 a.m. on 10<sup>th</sup> November 2016. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person should you wish to do so. Accordingly, whether or not you intend to attend the AGM in person, you are urged to complete and return the Form of Proxy as soon as possible.

## **2. RECOMMENDATIONS**

The Directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Luca Tenuta', written in a cursive style.

Luca Tenuta

**Chairman**

## **ECOVISTA PLC**

*(Incorporated in England and Wales with Registered Number 05660908)*

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting (“**Meeting**”) of Ecovista plc (“**Company**”) will be held at 31 Southampton Row, London - WC1B SHJ - United Kingdom on 14<sup>th</sup> November 2016 at 11am.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 4 will be proposed as ordinary resolutions and resolutions 5 to 6 will be proposed as special resolutions.

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the Annual Report and Accounts for the year ended 31 December 2015 together with the directors' report and auditors' report on those accounts.
2. To replace Jeffreys Henry with Grant Thornton as auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the members and to authorise the directors to fix their remuneration.
3. To re-appoint as a Director Kenneth Jones, who retires in accordance with Article 106 of the Articles of Association of the Company.
4. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to £11,968 at the date of the passing of this resolution representing one third of the issued share capital of the company or 1,196,771,900 if issued at par value. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said Section 551) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006, but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

As at close of business on 11 November 2016, the Company did not hold any treasury shares.

This authority replaces a previous authority passed on 17 February 2016 and will expire on the date which is 18 months after the date on which the resolution is passed or, if earlier, the date of the next annual general meeting of the Company.

The directors intend to make use of this authority to continue to implement the Company's investment strategy.

The Company is currently pursuing development or redevelopment opportunities where strong increase in value can be obtained by use of new planning and development.

*Relevant Securities means:*

- *Shares in the Company other than shares allotted pursuant to:*
  - *an employee share scheme (as defined by section 1166 of the Act);*
  - *a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or*
  - *a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.*
- *Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.*

Where the aggregate usage by the Company of the authority granted by this resolution exceeds one third of the nominal value of the Company's issued Ordinary Shares (excluding treasury shares) as at 11 November 2016 and also, in the case of issuance being in whole or part by way of a fully pre-emptive rights issue, monetary proceeds exceed one third (or such lesser relevant proportion) of the pre-issue market capitalisation, all directors wishing to remain in office will stand for re-election at the next annual general meeting of the Company following the decision to make the issue in question.

## **SPECIAL RESOLUTIONS**

5. Subject to and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 4, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that the power is limited to the allotment of equity securities:
  - a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of GBP11,968, and provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the passing of this resolution,

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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution will, if passed, give the directors power, pursuant to the authority to allot granted by resolution 5, to allot equity securities (as defined by section 560 of the Act) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £11,968 which represents approximately one third of the Company's issued Ordinary Shares (excluding treasury shares) as at 11 November 2016.

The proposed resolution also disapplies the statutory pre-emption provisions in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors otherwise consider necessary, and allows the directors, in the case of any such offer, to make arrangements in relation to fractional entitlements or other legal or practical problems which might arise.

The total number of Ordinary Shares in issue as at 11 November 2016 is 3,590,315,700. The Company does not currently hold any treasury shares. This authority replaces a previous authority passed on 17 February 2016 and the power granted by this resolution will expire on the date which is 18 months after the date on which this resolution is passed or, if earlier, the date of the next annual general meeting of the company.

The directors have no immediate plans to make use of this authority other than in those circumstances which are referred to in the explanation relating to resolution 5 above.

6. To change the year end of the company from 31<sup>st</sup> December to the 31<sup>st</sup> of August.

By Order of the Board

Dated 21st October 2016