

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

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in MXC Capital Limited (the “**Company**”), please forward this document, together with the accompanying documents, 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.

**MXC CAPITAL LIMITED**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting to be held on Thursday 26 January 2017 at 12:00 noon at 1<sup>st</sup> Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW is set out on pages 5 and 6 of this document. Whether or not you propose to attend the annual general meeting, please complete and submit the enclosed Form of Proxy in accordance with the instructions printed on it. The Form of Proxy must be completed, signed and returned so as to reach the Company’s Registrars by no later than 12:00 noon on Tuesday 24 January 2017.

## MXC Capital Limited

(Incorporated in Guernsey with registered number 58895)

Directors:  
Peter Rigg (Chairman)  
Paul Guilbert  
Meriel Lenfestey  
Marc Young

Registered Office:  
1<sup>st</sup> and 2<sup>nd</sup> Floors  
Elizabeth House  
Les Ruettes Brayes  
St Peter Port  
Guernsey  
GY1 1EW

3 January 2017

Dear Shareholder,

### **Notice of Annual General Meeting of MXC Capital Limited (the "Company")**

I am writing to inform you that the annual general meeting ("**AGM**") of the Company will be held at 12:00 noon on Thursday 26 January 2017 at 1<sup>st</sup> Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW (the "**Meeting**").

The formal notice and agenda of the AGM and the resolutions to be proposed are set out on pages 5 and 6 of this document. Further information on the business to be conducted at the AGM and the resolutions to be proposed is set out below.

#### **Ordinary Resolutions**

##### 1. Resolution 1 (Financial Statements)

The Directors of the Company (the "**Directors**") are required by the Companies (Guernsey) Law, 2008 (as amended) (the "**Law**") to present each year the Company's most recent financial statements and the Directors' and auditors' reports on those financial statements to the Company at its annual general meeting.

Resolution 1 will, therefore, propose that the Annual Report and Consolidated Financial Statements for the year ended 31 August 2016 (the "**Financial Statements**") be received.

The Financial Statements are available on the Company's website at [www.mxccapital.com](http://www.mxccapital.com).

##### 2. Resolution 2 (Appointment of Auditors)

The Company is required to appoint auditors for each of its financial years.

Resolution 2 will, therefore, propose the appointment of Grant Thornton Limited as auditors and authorise the Directors to fix their remuneration until the conclusion of the next AGM.

##### 3. Resolution 3 (Election of Directors)

Article 24.7 of the articles of incorporation of the Company (the "**Articles**") states that at every annual general meeting of the Company one-third of the Directors who are subject to retirement by rotation or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. If there are fewer than three Directors who are subject to retirement by rotation, one Director shall retire from office

Resolution 3 will therefore propose the re-election of the following Director:

- Paul Guilbert, Non-Executive Director

More information in relation to the Director of the Company listed above is available on the Company's website at [www.mxccapital.com](http://www.mxccapital.com).

4. Resolution 4 (Issuance of shares):

The purpose of resolution 4 is to authorise the Directors of the Company to exercise all powers of the Company to issue, grant rights to subscribe for, or to convert any securities into, shares in the capital of the Company subject to a maximum of 1,129,503,590 ordinary shares (being one third of the issued ordinary share capital (excluding treasury shares) as at the date of this document), in accordance with Article 4.2 of the Articles such authorities to expire not more than five years from the date of the passing of the resolution by virtue of which the authorisation is given (unless previously renewed, revoked or varied by the Company by ordinary resolution).

### **Special Resolutions**

5. Resolution 5 (On-Market Buy-Back)

The purpose of resolution 5 is to put in place an authority to enable the Company to make market purchases of up to 677,702,154 ordinary shares of no par value of the Company, being approximately 20% of the issued ordinary share capital (excluding treasury shares) as at the date of this document.

The Company's exercise of this authority will be subject to the stated upper and lower limits on the price payable (as set out in the attached notice of AGM). The Directors will only exercise the power of purchase after careful consideration and in circumstances where they are satisfied that to do so would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally. The Directors intend to keep under review the potential to purchase ordinary shares. If granted, this authority will expire on the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after this resolution is passed.

If the authority conferred by this resolution is exercised, the Company will have the option of either holding in treasury or of cancelling any of its own shares purchased pursuant to this authority and will decide at the time of purchase which option to pursue.

6. Resolution 6 (Disapplication of Pre-Emption Rights)

In certain circumstances, it may be in the best interests of the Company to issue shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings. The purpose of resolution 6 is to grant the power to the Directors to issue ordinary shares (or sell treasury shares) for cash without first offering such ordinary shares pro-rata to existing shareholders in accordance with the rights of pre-emption set out in the Company's articles of incorporation. This would provide the Directors with a degree of flexibility to act in the best interests of the Company so that (i) the Company can follow normal practice in the event of a rights issue, open offer or other offer of securities in favor of the existing shareholders in proportion to their shareholdings, and (ii) shares may be issued for cash to persons other than existing shareholders.

This is a general disapplication of the rights of pre-emption in respect of 677,702,154 ordinary shares representing approximately 20% of the current issued ordinary share capital of the Company (excluding treasury shares). If granted, this authority will expire on the conclusion of the next annual general meeting of the Company or, if earlier, 15 months after the resolution is passed. The Directors have no present intention of exercising this authority.

## 7. Resolution 7 (Articles of Incorporation)

The Companies (Guernsey) Law, 2008 (Amendment) Ordinance, 2015, which came into effect on 3 September 2015, implemented a range of changes to the Law. Resolution 7, which takes the form of a special resolution, proposes to adopt amended and restated articles of incorporation (the "**New Articles**") in substitution for and to the exclusion of the existing Articles. The New Articles will include the following amendments:

1. the removal of an obsolete provision relating to directors' interests
2. the removal of obsolete provisions relating to borrowing powers;
3. the inclusion of updated provisions relating to the service of notices;
4. the inclusion of a reference to the Uncertificated Securities (Enabling Provisions) (Guernsey) Law, 2005;
5. the inclusion of provisions previously appended by way of appendix to the Articles approved at a general meeting of the Company held on 9 September 2015; and
6. various other amendments to reflect the changes to the Companies Law.

A copy of the New Articles and a comparison version of the New Articles showing all proposed changes are available for inspection by shareholders on the Company's website at [www.mxccapital.com](http://www.mxccapital.com).

### **Action to be Taken**

You will find enclosed a Form of Proxy for use at the AGM.

Please complete, sign and return the enclosed Form of Proxy as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. Forms of Proxy should be returned so as to be received by Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, United Kingdom, BS99 6ZY, as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM, that is to say, no later than 12:00 noon on 24 January 2017.

Any member wishing to attend the Meeting in person is kindly requested to inform the Company Secretary of your attendance by email to [info@careygroup.gg](mailto:info@careygroup.gg) or by telephone on +44 (0) 1481 700 300.

### **Recommendation**

The Directors consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend shareholders to vote in favour of all the resolutions, as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

Peter Rigg  
Chairman

## MXC Capital Limited – Notice of Annual General Meeting

(Incorporated in Guernsey with registered number 58895)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of MXC Capital Limited (the “**Company**”) will be held at 1<sup>st</sup> Floor, Elizabeth House, Les Ruettes Brayes, St Peter Port, Guernsey, GY1 1EW at 12:00 noon on Thursday 26 January 2017 for the following purposes:

### Ordinary Resolutions

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. That the Annual Report and Consolidated Financial Statements for the year ended 31 August 2016 be received.
2. That Grant Thornton Limited be appointed as auditors of the Company for the ensuing year and the Directors be authorised to determine their remuneration.
3. That Paul Guilbert who, being eligible, offers himself for re-appointment as a Director of the Company, be re-elected.
4. That the Directors of the Company be and are hereby authorised to exercise all powers of the Company to issue, grant rights to subscribe for, or to convert any securities into, shares (together “**Equity Securities**”) in the capital of the Company subject to a maximum of 1,129,503,590 ordinary shares (being one third of the issued ordinary share capital (excluding treasury shares) as at the date of this document), in accordance with Article 4.2 of the Articles such authorities to expire not more than five years from the date of the passing of the resolution by virtue of which the authorisation is given (unless previously renewed, revoked or varied by the Company by ordinary resolution), but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require Equity Securities to be issued or granted after the authority given to the Directors of the Company pursuant to this Resolution ends and the Directors of the Company may issue or grant Equity Securities under any such offer or agreement as if the authority given to the Directors of the Company pursuant to this Resolution had not ended. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors of the Company to issue or grant Equity Securities but without prejudice to any issue of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

### Special Resolutions

To consider and, if thought fit, pass the following resolutions as special resolutions:

5. That the Company be and is hereby generally authorised in accordance with section 315 of the Companies (Guernsey) Law, 2008 (as amended) (the “**Companies Law**”), conditional on Ordinary Shares (as defined in the Articles) of the Company remaining admitted to trading on AIM, a market operated by the London Stock Exchange, to make one or more market acquisitions (within the meaning of section 316 of the Companies Law) of Ordinary Shares (which following their acquisition may be cancelled or, to the extent permitted by the Companies Law, be held as treasury shares), provided that:
  - (A) the maximum aggregate number of Ordinary Shares that may be purchased under this authority is 677,702,154 (being 20% of the issued ordinary share capital (excluding treasury shares) as at the date of this document);
  - (B) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.01 per Ordinary Share;
  - (C) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is
    - (a) 5% above the average market value of the company’s shares for the five business

days before the purchase is made; and (b) the higher of the last independent trade and the highest current independent bid on the market where the purchase is carried out; and

- (D) the authority hereby conferred shall (unless it is previously renewed, revoked or varied by the Company by ordinary resolution) expire at the conclusion of the AGM of the Company held in 2018 or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution, save that the Company may make a contract to acquire Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after its expiration and the Company may make an acquisition of Ordinary Shares pursuant to such a contract. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors of the Company to make market acquisitions of Ordinary Shares but without prejudice to any acquisition already made, offered or agreed to be made pursuant to such authorities.
6. That, if Resolution 4 (being the proposed ordinary resolution of the Company numbered 4 in this notice of AGM) is passed, the Directors of the Company be and they are hereby authorised to exercise all powers of the Company to issue or grant Equity Securities in the capital of the Company pursuant to the issue or grant referred to in Resolution 4 as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to such issue or grant provided that:
- (A) the maximum aggregate number of Equity Securities that may be issued or granted under this authority is 677,702,154 (being approximately 20% of the current issued ordinary share capital of the Company (excluding treasury shares)); and
- (B) the authority hereby conferred shall expire at the end of the AGM of the Company to be held in 2018 or, if earlier, at the close of business on the date falling 15 months from the date of the passing of this Resolution (unless previously renewed, revoked or varied by the Company by extraordinary resolution) save that the Company may before such expiry make an offer or agreement which would or might require Equity Securities to be issued or granted after such expiry and the Directors may issue or grant Equity Securities in pursuance of such an offer or agreement as if the authority conferred by the above resolution had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors of the Company to issue or grant Equity Securities in the capital of the Company as if the pre-emption rights contained in Article 5.2 of the Articles did not apply to such issue or grant but without prejudice to any issue of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.
7. That the form of New Articles tabled by the Chairman at the Annual General Meeting and available on the website of the Company be and are hereby approved and adopted as the new articles of incorporation of the Company in their entirety in substitution for and to the exclusion of the existing articles of incorporation of the Company.

By order of the Board

C.L. Secretaries Limited  
Company Secretary  
Dated: 3 January 2017

## MXC Capital Limited

(Incorporated in Guernsey with registered number 58895)

Explanatory notes to the AGM Notice and Proxy

### Entitlement to attend and vote

1. The Company specifies that only those members registered on the Company's register of members at:
  - 6.00 p.m. on 24 January 2017; or
  - if this Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting (excluding any days which are not Business Days, as defined in the articles of incorporation of the Company),

shall be entitled to attend and vote at the Meeting.

### Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to the same share. To appoint more than one proxy please refer to the notes on the Proxy Form.

### Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - completed and signed;
  - sent or delivered to the Company's registrar, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY; and
  - received by the Company's registrar, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 12.00 noon on 24 January 2017.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
8. Please note that communications regarding the matters set out in this Notice of General Meeting will not be accepted in electronic form, other than as specified in the enclosed proxy form.

### **Appointment of proxy by joint members**

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above.
11. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact the Company's registrar, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
12. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

13. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
14. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company.
15. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
16. The revocation notice must be received by the Company's registrar, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 12.00 noon on 24 January 2017 or by the Company (at its Registered Office) no later than the commencement of the meeting or adjourned meeting.
17. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
18. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and tender a vote, your proxy appointment will automatically be terminated.