



MINCON NOTICE OF ANNUAL GENERAL MEETING

23 JULY 2020



MINCON GROUP PLC

*(incorporated and registered in Ireland under the
Companies Acts with registered number 531494)*

NOTICE OF ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING

23 JULY 2020 AT 10.00 A.M.

AT THE COMPANY'S REGISTERED OFFICE,
SMITHSTOWN INDUSTRIAL ESTATE,
SHANNON, CO. CLARE, IRELAND

Notice of the Annual General Meeting of Mincon Group plc to be held at the Company's Registered Office, Smithstown Industrial Estate, Shannon, Co. Clare, Ireland at 10.00 a.m. on 23 July 2020 is set out at the end of this document. This document should be read as a whole. Your attention is drawn to the letter from Hugh McCullough, Chairman of Mincon Group plc, set out in this document, which contains a unanimous recommendation from the Board that you vote in favour of all of the Resolutions to be proposed at the Annual General Meeting.

Shareholders will find enclosed with this document a Form of Proxy for the Annual General Meeting. To be valid, the enclosed Form of Proxy should be completed and returned as soon as possible and, in any event, so as to be received by the Company's registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, by not later than 10.00 a.m. on 21 July 2020. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the Annual General Meeting should they so wish.

If you have sold or otherwise transferred all your Ordinary Shares, please forward this document and the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

IMPORTANT INFORMATION

Coronavirus COVID-19



The Company considers the well-being of Shareholders, employees and attendees a top priority. Based on the latest available guidance from the Health Service Executive (“HSE”) in Ireland, we expect the Annual General Meeting to proceed on 23 July 2020 but under very constrained circumstances.

In line with the measures advised by the HSE and Irish Government restrictions on public gatherings, we have put in place a number of measures to minimise the risk of spreading the Coronavirus (COVID-19) at the AGM and we encourage all Shareholders, on this occasion, to refrain from attending the AGM in person and to complete and return their Forms of Proxy as soon as possible to ensure their vote is registered at the AGM.

Given the severity of the circumstances and the health risks involved, the Directors will take all appropriate safety measures to ensure the safety of attendees and others involved in the AGM, including restricting attendance at the AGM, should it be deemed necessary or desirable.

Voting

All resolutions at the AGM will be decided by way of poll (which incorporates proxy votes received within the prescribed timelines prior to the meeting) and the Company will publish the results of the poll on its website following the AGM.

Proxy voting can be carried out in advance of the AGM by postal voting by completing the Form of Proxy enclosed.

For further instructions on proxy voting, please see the enclosed Form of Proxy and the Notes to the Notice of AGM.

Questions

Shareholders may submit questions relating to the business of the AGM in advance (so as to be received by no later than 10.00 a.m. on 21 July 2020) by email to the Company Secretary, Barry Vaughan, at InvestorRelations@mincon.com or by post to the Company’s registered office, marked for the attention of the Company Secretary. Questions submitted using this method will be addressed by the Chairman of the meeting.

AGM Conference Call

For your convenience and safety, we intend to conduct the AGM proceedings over a live conference call. You will be able to access the call using the numbers below:

Ireland	+353 766 801190
Germany	+49 21141873479
Hong Kong	+852 5808 1308
United Kingdom	+44 2039 174 600
United States	+1 (351) 222 2275
Conference ID	82954300# (don't forget the # sign)

If you plan on dialling-in from a country not listed above, please refer to the Appendix on page 11 of this document.

Shareholders will not be able to vote or ask questions via the conference call facility and we would therefore refer you to the Voting and Questions sections above.

Updates

The Board encourages Shareholders to check Regulatory Information Services and the Company’s website www.mincon.com for any updates in relation to the AGM. Shareholders are also encouraged to keep up to date with Government announcements and to follow HSE/World Health Organization guidance as circumstances may change at short notice.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest date and time for receipt of Forms of Proxy for the Annual General Meeting	21 July 2020 at 10.00 a.m.
Date and time of Annual General Meeting	23 July 2020 at 10.00 a.m.

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires or unless it is otherwise specifically provided:

“Act”	the Companies Act 2014;
“AGM” or “Annual General Meeting”	the annual general meeting of the Company, to be held at the Company’s Registered Office, Smithstown Industrial Estate, Shannon, Co. Clare, Ireland at 10.00 a.m. on 23 July 2020 or any adjournment thereof, notice of which is set out at the end of this document;
“Auditors”	KPMG;
“Board”	the board of directors of Mincon;
“Company” or “Mincon”	Mincon Group plc;
“Directors”	the directors of the Company from time to time;
“Group”	Mincon Group plc and its subsidiary undertakings;
“Ordinary Shares”	ordinary shares of €0.01 each in the share capital of the Company; and
“Shareholder(s)”	holder(s) of Ordinary Shares.

Notes:

- (i) Unless otherwise stated in this document, all references to statutes or other forms of legislation shall refer to statutes or forms of legislation of Ireland. Any reference to any provision of any legislation shall include an amendment, modification, re-enactment or extension thereof.
- (ii) The symbols “€” and “c” refer to euro and euro cent respectively, being the lawful currency of Ireland provided for in Council Regulation (EC) No. 974/98 of 8 May 1998.
- (iii) Words imparting the singular shall include the plural and vice versa and words imparting the masculine shall include the feminine or neuter gender.
- (iv) All reference to time in this document are to Irish Standard Time (as set out in the Standard Time Act 1968 and the Standard Time (Amendment) Act 1971).

LETTER FROM THE CHAIRMAN

Registered Office

Smithstown Industrial Estate
Shannon
Co. Clare, Ireland

Directors

Hugh McCullough (Chairman)
Joseph Purcell (Chief Executive Officer)
Thomas Purcell (Executive Director)

Patrick Purcell (Non-Executive Director)
John Doris (Senior Independent Non-Executive Director)
Paul Lynch (Independent Non Executive Director)

18 June 2020

Dear Shareholder,

Introduction

The annual general meeting (“AGM”) of Mincon Group plc (the “Company”) will be held at the Company’s Registered Office, Smithstown Industrial Estate, Shannon, Co. Clare, Ireland at 10.00 a.m. on 23 July 2020. The notice of meeting is attached.

Coronavirus (COVID-19)

In light of the ongoing Coronavirus (COVID-19) situation, the Company took the decision to schedule this year’s AGM for the latest practicable date with the hope that the AGM could proceed in a usual fashion and with no restrictions imposed on participation and attendance by Shareholders.

However, having reviewed the latest restrictions on public gatherings issued by the Irish Government and the current guidance from the Health Service Executive (“HSE”) in Ireland, there remain significant restrictions on indoor gatherings of people not from the same household. There is no guarantee that such restrictions, or a variation of them, will be lifted in whole or in part by the date of the AGM.

We are therefore asking Shareholders to refrain from attending the AGM in person and to complete and return the enclosed Form of Proxy (see *Representation at the AGM* section below) as soon as possible to ensure their vote is registered at the AGM. Please ensure you have read the *Important Information - Coronavirus (COVID-19)* notice on page 2 of this document, as this contains details of the measures we have put in place in relation to this year’s AGM. These measures are designed to balance Shareholder participation at the AGM with the unprecedented health and safety considerations posed by the current Coronavirus (COVID-19) pandemic.

Ordinary Business at AGM

In accordance with the Company’s Articles of Association, at the AGM Hugh McCullough and Joseph Purcell will retire by rotation and offer themselves for re-election (Resolutions 2 and 3). Paul Lynch will also retire and offer himself for election (Resolution 4).

I would encourage all Shareholders to read the review of the Company’s business for 2019 contained in the Annual Report, which has been posted to Shareholders and is also available on www.mincon.com. The Board is pleased to recommend a final dividend of 1.05 cent per Ordinary Share which, if approved at the AGM, will give a total dividend for the year of 2.10 cent per Ordinary Share (Resolution 5).

In addition to the ordinary business to be transacted at the AGM, which is referred to in Resolutions 1 to 6 of the notice, the Directors propose that special business, as set out in Resolutions 7 through 10 in the notice of AGM, be transacted at the AGM. A brief explanation of these matters is set out below.

Special Business at AGM

Resolution 7 – Allotment of shares

Resolution 7 seeks to renew the directors' authority to allot and issue new shares in the Company up to an aggregate nominal value equivalent to one third of the issued share capital of the Company at the close of business on the date of the AGM. This authority will expire on the earlier of the date of the 2021 AGM and the date which is 15 months after the passing of this Resolution, unless previously renewed, revoked or varied.

Resolution 8 – Disapplication of pre-emption rights

The effect of Resolution 8 is to renew the existing authority of the Directors to allot new Ordinary Shares for cash without reference to the statutory pre-emption rights of Shareholders. This renewed new authority will be limited to the allotment of Ordinary Shares in connection with any rights issue or open offer to Shareholders and, in addition, the allotment of Ordinary Shares for cash up to a maximum aggregate nominal value of 5% of the issued share capital of the Company at the close of business on the date of the AGM. This authority will expire on the earlier of the date of the 2021 AGM and the date which is 15 months after the passing of this Resolution, unless previously renewed, revoked or varied.

Resolutions 9 and 10 – Purchase of own shares and re-issue

The effect of Resolutions 9 and 10 is to grant authority to the Company to make market purchases and re-issuance of its own shares in accordance with the provisions contained in the Company's Articles of Association. The authority will expire on the earlier of the date of the 2021 AGM and the date which is 15 months after the passing of this Resolution, unless previously renewed, revoked or varied. The maximum amount of shares that may be purchased by the Company under this authority is 10% of the Ordinary Shares in issue at the close of business on the date of the AGM.

Representation at the AGM

Your vote is important, regardless of the number of shares you own. While we are asking Shareholders to refrain from physical attendance at the AGM, we would strongly encourage you to vote your shares by completing, signing and returning the enclosed Form of Proxy in the envelope provided as soon as possible. Forms of Proxy must be received by the Company's registrar no later than 10.00 a.m. on 21 July 2020.

Recommendation

The Board considers the approval of the Resolutions set out in the notice of the AGM to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings, being in aggregate 119,735,463 Ordinary Shares, representing approximately 56.57% of the existing issued ordinary share capital. The Resolutions that you are being asked to vote on at the Annual General Meeting are set out in the notice of Annual General Meeting included in this document.

Yours faithfully,

Hugh McCullough
Chairman

**MINCON GROUP PLC
(THE “COMPANY”)**

NOTICE OF ANNUAL GENERAL MEETING

Year ended 31 December 2019

NOTICE is hereby given that the Annual General Meeting of the Company will be held at the Company’s Registered Office, Smithstown Industrial Estate, Shannon, Co. Clare, Ireland on 23 July 2020 at 10.00 a.m. to consider and, if thought fit, pass the following Resolutions, of which Resolutions 1, 2, 3, 4, 5, 6 and 7 will be proposed as ordinary resolutions and Resolutions 8, 9 and 10 will be proposed as special resolutions:

Resolutions

Ordinary business of the meeting

1. To receive and consider the financial statements of the Company for the financial year ended 31 December 2019, together with the Reports of the Directors and Auditors thereon, and to review the Company’s affairs.
2. To re-elect Hugh McCullough as Director, who retires by rotation in accordance with Article 83.1 of the Articles of Association of the Company and, being eligible, offers himself for re-election, and who is recommended by the Board of Directors.
3. To re-elect Joseph Purcell as Director, who retires by rotation in accordance with Article 83.1 of the Articles of Association of the Company and, being eligible, offers himself for re-election, and who is recommended by the Board of Directors.
4. To elect Paul Lynch as Director, who retires in accordance with Article 86.2 of the Articles of Association of the Company and, being eligible, offers himself for re-election, and who is recommended by the Board of Directors.
5. To declare a final dividend for the year ended 31 December 2019 of 1.05 cent per Ordinary Share, which shall be payable on 4 September 2020 to Shareholders on the register of members at the close of business on 14 August 2020.
6. To authorise the Directors to fix the remuneration of the Auditors for the year ending 31 December 2020.

Special business of the meeting

7. “That the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014, to exercise all the powers of the Company to allot and issue relevant securities (as defined by Section 1021 of the Companies Act 2014) up to an aggregate nominal value equivalent to one third of the issued share capital of the Company at the close of business on the date of this meeting. The authority conferred by this Resolution shall expire on the earlier of (i) the date which is fifteen months from the date of the passing of this Resolution, and (ii) the close of business on the date of the Company’s next annual general meeting after the passing of this Resolution, unless previously varied, revoked or renewed by the Company in general meeting. The Company may before any such expiry make an offer or agreement which would or might require any such relevant securities to be allotted in pursuance of such offer or agreement after such expiry and the Directors of the Company may allot relevant securities pursuant to such offer or agreement as if the powers conferred hereby had not expired.”
8. “That, subject to the passing of Resolution 7 above, the Directors of the Company be and are hereby empowered pursuant to Sections 1022 and 1023 of the Companies Act 2014 to allot equity securities (as defined by Section 1023 of the Companies Act 2014) for cash pursuant to the authority conferred on the Directors of the Company by Resolution 7 above as if sub-section (1) of Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that the powers conferred by this Resolution shall be limited to:

(a) the allotment of equity securities (including, without limitation, any shares purchased by the Company pursuant to the provisions of the Companies Act 2014 and held as treasury shares) in connection with any offer of securities, open for a period fixed by the Directors of the Company, by way of rights issue, open offer or otherwise in favour of the holders of ordinary shares in the capital of the Company (“**Ordinary Shares**”) and/or any persons having a right to subscribe for or convert securities into Ordinary Shares (including without limitation, any person entitled to options under any of the Company’s share option schemes for the time being) and subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with any regulatory, legal or practical problems under the laws of, or the requirements of any recognised body or stock exchange in, any territory; and

(b) (in addition to the power conferred by paragraph (a) of this Resolution) the allotment of equity securities (including without limitation, any shares purchased by the Company pursuant to the provisions of the Companies Act 2014 and held as treasury shares) up to a maximum aggregate nominal value of 5 per cent. of the aggregate nominal value of the issued Ordinary Share capital of the Company at the close of business on the date of this meeting.

The authority hereby conferred shall expire on the earlier of (i) the date which is fifteen months from the date of the passing of this Resolution, and (ii) the close of business on the date of the Company’s next annual general meeting after the passing of this Resolution unless previously varied, revoked or renewed by the Company in general meeting. The Company may before any such expiry make an offer or agreement which would or might require any such equity securities to be allotted in pursuance of such offer or agreement after such expiry and the Directors of the Company may allot equity securities pursuant to such offer or agreement as if the powers conferred hereby had not expired.”

9. “That the Company and/or any of its subsidiaries (as such expression is defined by Section 7 of the Companies Act 2014) be generally authorised to make market purchases or overseas market purchases (each as defined in Section 1072 the Companies Act 2014) of shares of any class of the Company on such terms and conditions and in such manner as the Directors of the Company may from time to time determine in accordance with and subject to the provisions of the Companies Act 2014 and to the following provisions:

(a) the maximum number of shares authorised to be acquired by the Company and/or any of its subsidiaries pursuant to this Resolution shall not exceed, in the aggregate, 10 per cent. of the Company’s issued share capital as at close of business on the date of this meeting;

(b) the maximum price which may be paid for any share purchased pursuant to the authority hereby conferred (a “**Relevant Share**”) shall be an amount equal to of the higher of:

(i) the nominal value of such share;

(ii) the higher of the price of the last independent trade and the highest current bid for shares of the same class as the Relevant Share on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out;

(iii) 105 per cent. of the average of the Relevant Price for shares of the same class as the Relevant Share in respect of each of the five business days immediately preceding the day on which the Relevant Share is purchased; and

(iv) (if there shall be any), 105 per cent. of the average of the middle market prices for shares of the same class as the Relevant Share, as derived from the London Stock Exchange Daily Official List (or any successor publication thereto), for the five Business Days immediately preceding the day on which the Relevant Share is purchased,

where the expression “**Relevant Price**”, shall mean, in respect of any business day on which there shall be a dealing on The Irish Stock Exchange plc (trading as “**Euronext Dublin**”) in respect of shares of the same class as the Relevant Share, the closing quotation price in respect of such shares for such business day as published in the Euronext Dublin Daily Official List (or any successor publication thereto) and, in respect of any business day on which there shall be no such dealing, the price which is equal to (x) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in the Euronext Dublin Daily Official List (or any successor publication thereto), or (y) if there shall be only one such market guide price so published, the market guide price so published, provided that if there shall not be any market guide price published for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices, by reference to which the maximum price is to be determined, is altered or is replaced by some other means, then the maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Euronext Growth Market of Euronext Dublin or its equivalent;

(c) the minimum price to be paid for any Relevant Share shall be the nominal value thereof; and

(d) the authority hereby conferred shall expire on the earlier of (i) the date which is fifteen months from the date of the passing of this Resolution, and (ii) the close of business on the date of the Company's next annual general meeting after the passing of this Resolution, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014. The Company or any such subsidiary may, before such expiration enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiration and may complete any such contract as if the authority conferred hereby had not expired.

For the purposes of the authority hereby conferred, neither the Company nor the Directors shall be required to select the shares to be purchased on a pro rata basis or in any particular manner as between the holders of shares of the same class or as between the holders of shares of different classes or in accordance with the rights as to dividends or capital attached to any class of shares."

10. "That, subject to the passing of Resolution 9 above, for the purposes of Section 1078 of the Companies Act 2014, the re-issue price range at which any treasury shares (as defined by Section 106 of the Companies Act 2014) for the time being held by the Company may be re-issued off-market shall be as follows:

(a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120 per cent. of the Appropriate Price;

(b) the minimum price at which a treasury share may be re-issued off-market shall be an amount equal to 95 per cent. of the Appropriate Price; and

(c) the re-issue price range as determined by the preceding paragraphs shall expire on the earlier of (i) the date which is fifteen months from the date of the passing of this Resolution, and (ii) the close of business on the date of the Company's next annual general meeting after the passing of this Resolution, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1078 of the Companies Act 2014.

For the purposes of this Resolution, the expression "**Appropriate Price**" shall mean the higher of:

(a) the average of the Relevant Price for shares of the class of which such treasury share is to be re-issued in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued; and

(b) (if there shall be any), the average of the middle market prices for shares of the class of which such treasury share is to be re-issued, as derived from the London Stock Exchange Daily Official List (or any successor publication thereto), for the five business days immediately preceding the day on which the such treasury share is reissued,

where the expression "**Relevant Price**" shall mean, in respect of any business day on which there shall be a dealing on the Euronext Growth Market of Euronext Dublin in respect of shares of the class of which the treasury share is to be reissued, the closing quotation price in respect of such shares for such business day as published in the Euronext Dublin Daily Official List (or any successor publication thereto) and, in respect of any business day on which there shall be no such dealing, the price which is equal to (x) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in the Euronext Dublin Daily Official List (or any successor publication thereto), or (y) if there shall be only one such market guide price so published, the market guide price so published, provided that if there shall not be any market guide price published for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price."

BY ORDER OF THE BOARD

Barry Vaughan
Company Secretary

Registered Office:
Smithstown Industrial Estate
Shannon
Co. Clare
Ireland

Dated: 18 June 2020

Notes:

1. Shareholders are entitled to attend and vote at the Annual General Meeting of the Company. However, in the light of the unprecedented circumstances arising from Coronavirus (COVID-19), we would ask that Shareholders refrain from physical attendance at the AGM. Shareholders may appoint the Chairman of the meeting or another individual that will attend the meeting as their proxy. A proxy need not be a member of the Company.
2. A Form of Proxy is enclosed for the use of Shareholders unable to attend the meeting. Shareholders should send their original signed Form of Proxy to the Company's Registrars, **Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. To be valid, Forms of Proxy must be lodged not less than 48 hours before the time appointed for the holding of the meeting. If Shareholders attend the meeting, they may vote in person even if they have returned a Form of Proxy.**

AGM CONFERENCE CALL

APPENDIX

For your convenience and safety, we intend to conduct the AGM proceedings over a live conference call. You will be able to access the call using the numbers below:

Argentina	+54 1159839463	Georgia	+995 995706777612	Peru	+51 17089708
Australia	+61 283104080	Germany	+49 21141873479	Poland	+48 223073708
Austria	+43 720883290	Greece	+30 2111984708	Portugal	+351 308805720
Bahrain	+973 16198397	Hong Kong	+852 5808 1308	Puerto Rico	+1 7879455853
Belgium	+32 (2)8086621	Hungary	+36 1 700 8330	Romania	+40 316300648
Brazil	+55 11 4280 6697	India	+91 8071279431	Russian Federation	+7 495 11816 71
Bulgaria	+359 24925969	Ireland	+353 766 801190	Singapore	+65 31583501
Canada	+1 647 556 5305	Israel	+972 3 372 6655	Slovakia	+421 233006926
Chile	+56 225813474	Italy	+39 02 30454349	Slovenia	+386 82880231
China	+86 10 5387 6030	Japan	+81 3 45782091	South Africa	+27 875505592
Colombia	+57 15086967	Latvia	+371 6616 3825	South Korea	+82 260222366
Croatia	+385 13000966	Lithuania	+370 5214 0651	Spain	+34 911237260
Cyprus	+357 22007165	Luxembourg	+352 20880311	Sweden	+46 858097888
Czech Rep	+420 228882295	Malaysia	+60 392121975	Switzerland	+41 (22)5181313
Denmark	+45 69918704	Malta	+356 27781139	Thailand	+66 20268233
Dom Republic	+1 18299566563	Mexico	+52 55 41629025	Turkey	+90 8503902865
El Salvador	+503 21368442	Netherlands	+31 202629640	United Kingdom	+44 2039174600
Estonia	+372 8801 138	New Zealand	+64 44880087	United States	+1 (351) 222 2275
Finland	+35 8931581940	Norway	+47 67209300	Vietnam	+84 86 9402539
France	+33 (1)84710091	Panama	+507 8339694		

To access the call, you will be prompted for the conference code: **82954300# - don't forget the # sign.**

If you plan on dialling-in from a country which is not included on the above list, please email InvestorRelations@mincon.com

Shareholders will not be able to vote or ask questions via the conference call facility and we would therefore refer you to the *Voting and Questions* sections of the *Important Information - Coronavirus (COVID-19)* notice on page 2 of this document.