

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken, please consult an appropriately authorised financial adviser immediately.

If you have sold or transferred all of your holding of ordinary shares in Weatherly International plc (the “Company”), you should hand this document, together with the accompanying form of proxy, to the stockbroker, bank or other agent through or to whom the sale or transfer was effected, for transmission to the purchaser or transferee.



(Registered in England and Wales with registered number 3954224)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company, to be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on Tuesday 9 January 2018 at 11.00 am, is set out at the end of this document.

Forms of proxy for the Annual General Meeting must be received by the Company's registrars, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but in any event not later than 11.00 am on Friday 5 January 2018. Completion and return of a form of proxy will not preclude a shareholder from attending and voting at the meeting in person.

Weatherly International plc

(Registered in England & Wales number 3954224)

Directors

John Bryant (*Chairman*)
Craig Thomas (*Chief Executive Officer*)
Alan Stephens (*Non-executive*)
Edwin Bennett (*Non-executive*)

Registered office

Orion House
Bessemer Road
Welwyn Garden City
A:7 1HH

15th December 2017

Dear Shareholder,

Introduction

This letter contains the formal Notice of the Annual General Meeting of the Company and provides some additional information on the resolutions. The annual report of the Company setting out the results for the year ended 30 June 2017, is included with this notice and is also available on the Company's website (<http://weatherlyplc.com/investors/regulatory-news/>).

Annual General Meeting

You will find set out at the end of this document a notice convening the Annual General Meeting of the Company for 11.00 am on Tuesday 9 January 2018, at which resolutions will be proposed:

- 1** to receive and adopt the Company's Annual Report and Accounts for the financial year ended on 30 June 2017, and the Directors' Report and the Independent Auditors' Report on those accounts;
- 2** to reappoint as a Director John Bryant who, in accordance with the articles of association of the Company (the "Articles"), is required to retire by rotation at the Annual General Meeting and, being eligible, offers himself for reappointment;
- 3** to reappoint as a Director Craig Thomas who, in accordance with the Articles, is required to retire by rotation at the Annual General Meeting and, being eligible, offers himself for reappointment;
- 4** to reappoint Grant Thornton (UK) LLP as the auditors of the Company until the next annual general meeting and to authorise the Directors to determine the level of the remuneration of the auditors;
- 5** to grant the Directors authority to allot shares in the capital of the Company;
- 6** to disapply the statutory pre-emption rights for certain shares; and
- 7** to confirm no further action is required in connection with section 656(1) of the Companies Act 2016.

Resolutions 1 and 4 are self-explanatory. Information on the other resolutions is provided below. Resolutions 1 – 5 and 7 are ordinary resolutions which require to be passed the approval of a simple majority of shareholders present and voting in person or by proxy or authorised representative. On a show of hands each shareholder so present has one vote, but should a poll be demanded each such shareholder has one vote for each share held by him or her. Resolution 6 is a special resolution that requires to be passed the approval of 75 per cent of such shareholders, determined in the same way as for the ordinary resolutions.

Resolution 2: Reappointment of John Bryant as a Director

It is John Bryant's turn to retire by rotation at the Annual General Meeting under the Articles and he offers himself for re-election. He has served on the board of the Company since December 2005. He is a member of the Audit and Remuneration Committees. Further Biographical details on Mr Bryant are available at www.weatherlyplc.com.

John Bryant is a Non-Executive Director of Victoria Oil & Gas plc, a London Stock Exchange listed company. He was previously Chairman of Gas Turbine Efficiency plc and KP Renewables plc, Senior Independent Director of IGas Plc and a board member of Attiki (Athens) Gas Company.

He also served as President of Cinergy Global Resources Corp, responsible for all international business and global renewable power operations of this US-based electricity and gas utility provider.

John Bryant holds an MSc from Reading University and a BA from Nottingham University, and is a member of the Institute of Directors and a Fellow of the Royal Society of Arts.

Resolution 3: Appointment of Craig Thomas as a Director

Craig Thomas is required to retire by rotation at the Annual General Meeting under the Articles and he offers himself for re-election. Prior to taking the position of Chief Executive Officer he held the positions of Chief Operating Officer for Weatherly based in Namibia and Managing Director of the Namibian subsidiaries for 5 years.

Craig Thomas is an Australian mining engineer with over 25 years of experience, including key leadership roles up to General Manager level in the development and operation of mines in Africa, Papua New Guinea and Australia, with companies including Lihir Gold, IamGold, Placer Dome, Western Metals and Mt Isa Mines.

Resolution 5: Authority to issue shares

Resolution 5 seeks an authority to allot shares, subject to the normal pre-emption rights reserved to shareholders contained in the Companies Act 2006. The Association of British Insurers ("ABI") recommends that a company seek an annual authority to allot up to a third of their issued share capital; however, the ABI has issued further guidelines permitting a company to seek authority to allot an additional third of their issued share capital, provided such additional third is reserved for fully pre-emptive rights issues of equity shares. Accordingly, resolution 5 reflects the ABI's recommendations.

Resolution 6: Disapplication of pre-emption rights

Resolution 6 covers the granting of a waiver of pre-emption rights over the number of shares in resolution 6, as applicable, and up to 10 per cent of the shares currently in issue for cash. The Directors consider it important to renew this authority. In addition, the resolution allows the disapplication of pre-emption rights to deal with the possibility of fractional entitlements and legal or regulatory restrictions to a share issue.

Resolution 7: Serious Loss of Capital

The Board would also like to note that it has been brought to their attention that, in circumstances where the value of the Company's net assets is less than half of its called up share capital (categorised as a "Serious Loss of Capital"), the Directors are required, pursuant to section 656 of the Companies Act 2006, to convene a general meeting of the Company for the purpose of allowing shareholders to consider whether any, and if so what, steps should be taken to deal with the situation. The Board would therefore like to ensure that this matter is addressed accordingly at the General Meeting.

In light of other proposals before shareholders and in light of the fact that the loss of capital is entirely historic, the Board does not consider it necessary to propose any additional resolutions in relation to this matter at the General Meeting. The Board does however welcome dialogue with shareholders on this point and the General Meeting will provide a forum for such discussions to take place.

Action to be taken

A form of proxy for use at the Annual General Meeting is enclosed. Shareholders are advised to complete and return the form of proxy in accordance with the instructions printed on it so as to arrive at the Company's registrars, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, but in any event not later than 11.00 am on Friday 5 January 2018. The return of a form of proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the Annual General Meeting if you so wish.

Recommendation

The Directors consider that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders, and they recommend shareholders to vote in favour of the resolutions.

Yours faithfully,

John Bryant

Chairman

Weatherly International plc

(the “Company”)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (“AGM”) of the Company will be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on Tuesday 9 January 2018 at 11.00 am, to consider and, if thought fit, pass the following resolutions, of which the resolutions numbered 1 to 5 and 7 will be proposed as ordinary resolutions and resolution number 6 will be proposed as a special resolution.

Ordinary resolutions

- 1 To receive and adopt the Company’s Annual Report and Accounts for the financial year ended 30 June 2017, the Directors’ Report, and the Report of the Independent Auditors on those accounts.
- 2 To reappoint as a Director John Bryant who is retiring in accordance with article 38 of the Company’s articles of association and, being eligible, is offering himself for reappointment.
- 3 To reappoint as a Director Craig Thomas who is retiring in accordance with article 38 of the Company’s articles of association and, being eligible, is offering himself for reappointment.
- 4 To reappoint Grant Thornton (UK) LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next AGM of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
- 5 That the Directors be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (“2006 Act”) to exercise all the powers of the Company to:
 - (a) allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of “relevant securities”) up to an aggregate nominal amount of £1,768,005; and
 - (b) allot further equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,768,005 in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of all shareholders are as proportionate (as nearly as can be) to the respective numbers of ordinary shares held by them, which satisfies the condition and may be subject to all or any of the exclusions specified in paragraph (b) (i) of the following resolution (resolution 6),

the authority conferred by this resolution shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

Special resolution

- 6 That subject to and conditionally upon the passing of resolution 5 above, the Directors are empowered pursuant to section 570 of the 2006 Act to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 5 as if section 561 of the 2006 Act did not apply to any such allotment. This power:
 - (a) subject to the continuance of the authority conferred by resolution 5, expires 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such

expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and

(b) is limited to:

- (i) the allotment of relevant equity securities pursuant to a rights issue, open offer, scrip dividend scheme or other preemptive offer or scheme, which is in each case in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with:
 - (a) fractional entitlements;
 - (b) legal or practical problems under the laws of any overseas territory;
 - (c) the requirements of any regulatory body or stock exchange in any territory;
 - (d) directions from any holders of ordinary shares or other persons to deal in some other manner with their respective entitlements; or
 - (e) any other matter whatever, which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot relevant equity securities not taken up, to any person as they may think fit; and
- (ii) the allotment of relevant equity securities for cash otherwise than pursuant to subparagraph (i) up to an aggregate maximum nominal amount of £530,401 which represents 10 per cent of presently issued shares.

Ordinary resolution

7 THAT no further action need be taken to address the serious loss of capital within the Company, pursuant to section 656(1) of the Companies Act 2016.

By order of the board:

Kevin Ellis

Company secretary

Registered in England & Wales number 3954224

Registered office: Orion House, Bessemer Road, Welwyn Garden City AL7 1HH

15th December 2017

NOTES

- 1 A shareholder entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote on a show of hands and on a poll instead of him or her. A proxy need not be a member of the Company. Where a shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior shareholder will be accepted as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
- 2 A corporation which is a shareholder may appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on behalf of the shareholder all of its powers as a shareholder provided that they do not do so in different ways in respect of the same shares.
- 3 A form of proxy is enclosed for use by members. To be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority) to the Company's registrars, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not later than 11.00 am on Friday 5 January 2018 (being 2 working days before the start of the AGM). or, in the case of a poll taken subsequently to the date of the AGM, or any adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Link Asset Services. Alternatively, the form provided may be photocopied prior to completion. The forms of proxy should be returned in the same envelope and each should indicate that it is one of more than one appointments being made. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting.
- 4 An abstention (or "vote withheld") option has been included on the form of proxy and in the available options for electronic proxy voting. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
- 5 In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and Section 360B(2) of the 2006 Act, the Company specifies that only those shareholders registered in the register of members of the Company as at close of business on Friday 5 January 2018 or, in the event that the meeting is adjourned, in such register not later than 48 hours, excluding non working days, before the time of the adjourned meeting, shall be entitled to attend, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 6 CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. The message, (a CREST proxy instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("EUI") and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (CREST Participant ID: RA10) not later than 11.00 am on Friday 5 January 2018 (being 2 working days before the start of the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by EUI.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by any particular time. Reference should be made to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

- 7 The constitutional documents of the Company will be available for inspection at the offices of the Company's solicitors, Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS during normal business hours on any week day (public holidays excepted) from the date of this notice until the date of the AGM, and at the place of the meeting for one hour before the meeting and at the meeting itself.