



The North East of England Process Industry Cluster Limited (the "Company")

(Registered Number: 4612141)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("**Meeting**") of the Company will be held at The Wilton Centre on **Wednesday 13 December 2017 at 3 p.m.** precisely for the purpose of considering and, if thought fit, passing resolutions as to the ordinary business of the Company as set out in the attached agenda.

Dated: 21 November 2017

Registered office: Sandgate House
102 Quayside
Newcastle upon Tyne NE1 3DX

By order of the Board of Directors:

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NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. As a member of the Company, 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.
2. 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.
3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.



4. 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:

- 4.1. completed and signed;
 - 4.2. sent or delivered to the Company at Room H224, The Wilton Centre, Wilton, Redcar TS10 4RF; and
 - 4.3. received by the Company no later than close of business (17:00hrs), 12th December 2017.
5. 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.
 6. 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.
 7. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by providing details of your intentions on an email, to chairman@nepic.co.uk, detailing, also, your Name and Company Name and received by the Company no later than close of business (17:00hrs) 12th December 2017.

This chairman@nepic.co.uk should not be used for any other purposes unless expressly stated.

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Lynne Aungiers, on 01642 442562 or lynne.aungiers@nepic.co.uk

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.

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - 9.1. By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to NEPIC, Room H224, The Wilton Centre, Wilton, Redcar TS10 4RF. 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. 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.



- 9.2. By sending an e-mail to chairman@nepic.co.uk detailing your Name and Company Name.

In either case, the revocation notice must be received by the Company no later than close of business (17:00hrs) on the 12th December 2017.

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.

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, your proxy appointment will automatically be terminated.

10. Except as provided above, members who have general queries about the Meeting should contact Lynne Aungiers on 01642 442562 or lynne.aungiers@nepic.co.uk (no other methods of communication will be accepted).
11. You may not use any electronic address provided either:
- 11.1. in this notice of annual general meeting; or
 - 11.2. any related documents (including the proxy form),
 - 11.3. to communicate with the Company for any purposes other than those expressly stated.
12. A copy of the balance sheet and every document required by law to be annexed to it, which are laid before the Meeting, are enclosed.
13. The statutory registers are available for inspection during normal business hours without charge, at the registered office of the Company.