



Notice of Annual General Meeting 2018

This document is important and requires your immediate attention. If you have any doubts about the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares, please pass this document and its enclosures to the stockbroker or other agent through whom the sale was effected, for transmission to the purchaser or transferee.

Dear Shareholder

The following document gives notice that the Annual General Meeting ('AGM') of Pires Investments plc will be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on Monday 15 October 2018 at 11.00 a.m.

As always, your vote is important to us and, if you are unable to attend the meeting, we encourage you to vote by completing and submitting a proxy form in accordance with the instructions on pages 6 to 8.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting. To be valid, the Form of Proxy must be signed and returned in accordance with the instructions printed thereon so as to be received by Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY as soon as possible but in any event by not later than 11:00 a.m. on Thursday 11 October 2018. Completion and posting of the Form of Proxy does not prevent a Shareholder from attending and voting in person at the Annual General Meeting.

Recommendation

The Board considers that the resolutions contained in this AGM notice are in the best interests of your company and the shareholders as a whole and recommends that you vote in favour of them. Your Directors intend to vote in favour of these resolutions in respect of their own beneficial holdings.

Yours sincerely

Peter Redmond
Chairman
21 September 2018

Notice is hereby given that the AGM of Pires Investments plc will be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on Monday 15 October at 11.00 a.m.

The business of the AGM will be to consider and, if thought fit, pass the following resolutions.

All resolutions will be proposed as ordinary resolutions, except for 6, which will be proposed as a special resolution. Explanations of the resolutions are given on pages 4 to 5 of this AGM notice and additional information for those entitled to attend the AGM can be found on pages 6 to 8.

Report and accounts 2017

1. THAT the Directors' and Auditor's reports and the accounts for the year ended 31 October 2017 be received.

Directors' re-election

2. THAT John May be re-elected as a director.

Appointment of auditor

3. THAT Welbeck Associates be appointed as auditor of the company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the company.

Remuneration of auditor

4. THAT the Board be authorised to determine the auditor's remuneration.

Authority to allot shares

5. THAT in substitution for all authorities for the allotment of shares by the Directors granted prior to the date on which this Resolution 5 is passed which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 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 as an allotment of "**relevant securities**") up to an aggregate nominal amount of £312,500; and
- (B) allot equity securities (within the meaning of section 560(1) of the 2006 Act) up to an aggregate nominal amount of £312,500 in connection with a rights issue or other pre-emptive offer which satisfies the conditions and may be subject to all or any of the exclusions specified in paragraph (B)(1) of the next following Resolution,

in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

Disapplication of pre-emption rights

6. THAT, subject to and conditionally upon the passing of Resolution 5, the Directors are hereby empowered pursuant to section 570 and the 2006 Act to allot 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 provided that such power:

- (A) shall, subject to the continuance of the authority conferred by Resolution 5, expire 15 months after the passing of this Resolution or at the conclusion of the next annual general meeting 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) shall be limited to:
- (1) the allotment of equity securities of up to an aggregate nominal amount of £312,500 pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive 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 fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and
 - (2) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (B)(1) up to an aggregate maximum nominal amount of £312,500.

By order of the board

Robert Porter
Company Secretary
21 September 2018

Pires Investments plc Registered office: c/o Cooley Services Limited, Dashwood, 69 Old Broad Street, London EC2M 1QS

Registered in England No. 02929801

Explanatory notes to the resolutions

Resolution 1 (report and accounts 2017)

The Pires Investments plc reports and accounts are for the year ended 31 October 2017.

Resolution 2 (director seeking re-election following retirement by rotation)

John May is retiring as a director in rotation in accordance with the Company's Articles of Association and is seeking re-election to the Board.

John May is a Fellow of the Institute of Chartered Accountants in England and Wales. He is the Managing Partner of City & Westminster Corporate Finance LLP, an FCA registered partnership. He is chairman of the Small Business Bureau Limited and The Genesis Initiative Limited, lobbying groups for small business to the UK Parliament. Mr May has been the principal of his own chartered accountancy practice since 1994. From 1977 to 1994, Mr May was a senior partner with what is now Crowe U.K, where he served for eight years on the managing board and for nine years as chairman of its Thames Valley offices. In his capacity as UK national marketing partner and head of its property consultancy division, he was a director of its UK and international associations. Mr May was finance director of AIM listed Security Research Group PLC, until December 2005 and Tomco Energy Plc until July 2011 and a non-executive director of AIM listed Petrolatina Energy Plc until March 2012. He is the executive chairman of Red Leopard Holdings plc and was non-executive chairman of Hayward Tyler Group Plc until August 2017 which were both listed on AIM.

Copies of the Directors' service contracts (or, where appropriate, letters of appointment) are available for inspection during normal business hours at the company's registered office on any business day, and will be available at the place where the AGM is being held from at least 15 minutes prior to, and during, the AGM.

Resolution 3 (appointment of auditor)

At each general meeting at which the accounts are laid before the members, the company is required to appoint an auditor to serve until the next such meeting.

It is proposed that Welbeck Associates be appointed as the company's auditor.

Resolution 4 (remuneration of auditor)

Resolution 4 authorises the Board to determine the remuneration of the Company's auditors.

Resolution 5 (authority to allot shares)

At the Annual General Meeting held on 21 August 2017, the Directors were authorised, in accordance with section 551 of the 2006 Act, to allot Ordinary Shares, grant rights to subscribe or to convert any security into Ordinary Shares up to an aggregate nominal amount of £220,000, and a further aggregate nominal amount of £220,000. This authority expires at the conclusion of this Annual General Meeting. It is therefore proposed to revoke the existing authority and replace it with a new authority, granted under section 551 of the 2006 Act, which will allow the Directors to allot Ordinary Shares and to grant rights to subscribe for or to convert any securities into Ordinary Shares up to an aggregate nominal amount of £312,500 representing 370% of the Company's share capital and a further

aggregate nominal amount of £312,500 representing approximately 370% of the Company's share capital, which will be available only for rights issues and other pre-emptive issues of equity shares.

The proposal that the authority to allot Ordinary Shares shall extend to a further 370% of the issued share capital is confined to the use of this amount to rights issues only. It is customary to dis-apply statutory pre-emption rights in respect of rights issues, open offers or other pre-emptive issues, and substitute similar non-statutory provisions, for certain technical and other securities regulatory reasons which may impact rights issues in addition to the provisions of the 2016 Act, making the precise statutory rights difficult to apply in certain circumstances.

Assuming the passing of this Resolution, the new authorities will expire 15 months from the date of the passing of this Resolution or until the conclusion of the next annual general meeting, if earlier, and will revoke all previous authorities to the extent that they have not already been utilised apart from other specific authorities taken in respect of outstanding warrants and options which will continue unaffected.

Resolution 6 (disapplication of pre-emption rights)

Section 561 of the 2006 Act contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing Shareholders in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition.

Subject to the passing of Resolution 5 and as noted therein, the proposed Resolution provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £312,500, provided that all allotments must be in the form of rights issues, open offers or other pre-emptive issues.

Further and given that the Company is a cash shell investing vehicle of very modest market capitalisation, the Directors believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 5, the Directors should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £312,500, equal to 370% of the Company's current issued share capital.

The broadening of the proposed Resolution to include pre-emptive issues other than rights issues is a departure from the IMA guidelines which is limited to rights issues, which the Directors regard as too restrictive, especially as AIM companies normally make open offers and not rights issues. The above departures in Resolutions 5 and 6 from the IMA guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions are designed to provide greater flexibility for the Directors to determine the form of any future pre-emptive issues, at the time such an issue may be proposed.

Additional information for those entitled to attend the AGM

- (1) Only holders of Ordinary Shares on the Register at 6.00 pm on 12 October 2018 (or, in the event of any adjournment, the date which is two days before the time of the adjourned meeting) are entitled to attend and/ or vote at the AGM. Such shareholders can vote in respect of the number of shares registered in their names at that time, but any subsequent changes to the Register shall be disregarded in determining rights to attend and vote.
- (2) To be admitted to the AGM, please bring your admittance pass or Notice of Availability card that you have received through the post. You will need to be able to confirm your name, address and unique investor code as it appears on the Register (which can be found on either your share certificate, dividend tax voucher or similar documentation as issued by Computershare Investor Services PLC).
- (3) Any shareholder attending the AGM has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the AGM, but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on the company's website (www.piresinvestments.com) in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the AGM that the question be answered.
- (4) Any shareholder is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend the AGM and to speak and act on his/her behalf. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. A proxy need not be a shareholder of the company.

You can find a Form of Proxy to make an appointment, and give proxy instructions, on the company's website (www.piresinvestments.com) or you can request a copy from the Registrar at the address below. To be effective, the duly completed Form of Proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority, must reach the Company's registrar, Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS99 6ZY 11.00 a.m. on Thursday 11 October 2018 (or not less than 48 hours before the time fixed for any adjourned AGM). Shareholders who intend to appoint more than one proxy can obtain additional Forms of Proxy from Computershare Investor Services PLC. 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.

If two or more valid but differing appointments of a proxy are received in respect of the same share for use at the same AGM, the appointment of proxy which is last received (regardless of its date or the date of its signature) shall be treated as replacing and revoking the others as regards that share; if the company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

- (5) Unless voting instructions are indicated on the Form of Proxy, a proxy may vote or withhold his/her vote as he/she thinks fit on the resolutions or on any other business

(including amendments to resolutions) which may come before the AGM. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for or against a resolution.

- (6) If you are an ordinary shareholder and wish to attend the AGM, the return of the Form of Proxy will not prevent you from attending and voting in person. In the case of joint holders, any one holder may vote. If more than one holder is present at the AGM, only the vote of the senior will be accepted, seniority being determined by the order in which names appear on the Register.
- (7) A shareholder must inform the company in writing of any termination of the authority of a proxy.
- (8) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.
- (9) On arrival at the AGM venue, all those entitled to vote will be required to register and collect a poll card. In order to facilitate these arrangements, please arrive at the AGM venue in good time. You will be given instructions on how to complete your poll card at the AGM.
- (10) As soon as practicable following the AGM, the results of the voting at the AGM and the number of votes cast for and against and the number of votes withheld in respect of each resolution will be announced via a Regulatory Information Service and placed on the company's website (www.piresinvestments.com).
- (11) A copy of this AGM notice has been provided for information only to persons who have been nominated by a shareholder to enjoy information rights under section 146 of the Act ('Nominated Persons'). The statement of the rights of shareholders in relation to the appointment of proxies does not apply to Nominated Persons. However, a Nominated Person may, under an agreement between him/her and the shareholder by whom he/ she was nominated, have a right to be appointed as a proxy for the AGM or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.
- (12) A copy of this AGM notice and other information required by section 311(A) of the Act can be found at the company's website (www.piresinvestments.com).
- (13) Any electronic address provided either in this AGM notice or any related documents (including the Chairman's letter and Form of Proxy) may not be used to communicate with the company for any purposes other than those expressly stated.
- (14) The Pires Investments plc report and accounts for the year ended 31 October 2017 can be viewed at, or downloaded from, the company's website (www.piresinvestments.com) or a copy requested by writing to Computershare Investor Services PLC at the address specified in note 4.
- (15) Warning to shareholders – please beware share fraud or 'boiler room' scams, where shareholders are called 'out of the blue' by fraudsters (sometimes claiming to

represent Pires) attempting to obtain money or property dishonestly. Further information is available in the investor section of the company's website (www.piresinvestments.com) but in short, if in doubt, take proper professional advice before making any investment decision.

(16) In accordance with section 311a of the Companies Act 2006, the contents of this notice of meeting, details of the total number of shares of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.piresinvestments.com.