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## Notice of Annual General Meeting

# CASPIAN SUNRISE PLC

*(Incorporated and registered in England and Wales under company number 05966431)*

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

**If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document and the form of proxy for use in relation to the Annual General Meeting of the Company, as soon as possible 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 or otherwise transferred some of your ordinary shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

A notice containing the resolutions to be voted on at the Company's Annual General Meeting to be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on Tuesday 19 June 2018 at 3.00pm is set out on page number 4 onwards of this document.

The enclosed form of proxy for use at the Annual General Meeting should be completed and returned to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF as soon as possible and to be valid must arrive not less than 48 hours (excluding any day or part of a day that is not a working day) before the time fixed for the Annual General Meeting.

# Letter to Shareholders

*Directors:*

Clive Carver (*Executive Chairman*)

Kuat Oraziman (*Chief Executive Officer*)

Edmund Pery, The Earl of Limerick (*Non-Executive Director*)

14 May 2018

To the holders of ordinary shares in Caspian Sunrise plc (the “Company”)

## Notice of Annual General Meeting

Dear Shareholder

I am writing to you with details of the Annual General Meeting (the “AGM”) of the Company which we are holding at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on Tuesday 19 June 2018 at 3.00pm. The formal Notice of AGM is set out from page number 4 onwards of this document.

If you would like to vote on the proposed resolutions but cannot attend the AGM, you may appoint a proxy in one of the following ways:

- Via the CREST electronic proxy appointment service (for CREST members); or
- By completing the enclosed Form of Proxy and returning it to our registrars Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, as soon as possible. The form of Proxy must be received by Friday 15 June 2018 at 3.00pm, being 48 hours before the AGM (excluding any day or part of a day that is not a working day).
- By voting electronically, by no later than Friday 15 June 2018 at 3.00pm by visiting [www.signalshares.com](http://www.signalshares.com). You will be asked to enter the Investor Code shown on your share certificate and agree to certain terms and conditions.

## Resolutions

Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed, at least fifty percent of the votes cast must be in favour of the resolutions.

Resolutions 7 and 8 are proposed as special resolutions. This means that for each of those resolutions to be passed, seventy five per cent or more of the votes cast must be in favour or the resolution.

Resolutions 1 to 5 (inclusive) relate to the receipt of the Directors’ and Auditors’ Reports, the Company’s annual accounts for the financial year ended 31 December 2017, the Remuneration Report, the re-election of Kuat Oraziman who retires by rotation, the reappointment of BDO LLP as auditors of the Company and the authorisation of the directors of the Company to determine the remuneration of the auditors.

Resolution 6 relates to the authorisation for the directors to allot equity securities up to a maximum nominal value of £1,408,450.71 (to enable the Company to complete the acquisition of 3A Best Group JSC (details of which were set out in the Company’s announcement of 31 January 2018) (the “Acquisition”), plus additional equity securities of up to a maximum nominal value of £6,035,062.97. If the Acquisition is completed prior to the annual general meeting at which Resolution 6 is proposed then the maximum nominal value of equity securities that the directors will have the authority to allot will be £6,035,062.97, as this figure is calculated based on the expected enlarged share capital of the Company following completion of the Acquisition. If the Acquisition is not completed then the maximum nominal value of equity securities that the directors will have the authority to allot will be equal to one

third of the aggregate nominal value of the ordinary share capital of the Company in issue on 11 May 2018, being the latest practicable date prior to the publication of the notice of this Annual General Meeting. This authority will expire on the earlier of 15 months after the passing of the resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2019.

Resolutions 7 and 8 deal with the disapplication of shareholder statutory pre-emption rights in order to permit the directors to allot equity securities for cash without first having to offer them to the Company's existing shareholders and to make market purchases of up to 181,051,889 shares representing approximately 10% of the anticipated issued share capital after completion of the Acquisition. As with Resolution 6 the level of authority granted to the directors will depend on whether or not the Acquisition is completed. These authorities will expire on the earlier of 15 months after the passing of this resolution or on the conclusion of the Annual General Meeting of the Company to be held in 2019.

### **Recommendation**

The directors consider all the proposals to be considered at the AGM to be in the best interests of the Company to promote the success of the Company for the benefit of its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions.

Yours faithfully

A handwritten signature in black ink that reads "Clive Carver". The signature is written in a cursive, flowing style.

**Clive Carver**  
Chairman

# Notice of Annual General Meeting

*(Incorporated and registered in England and Wales with registered number 05966431)*

**NOTICE IS HEREBY GIVEN that the Annual General Meeting of Caspian Sunrise plc (the “Company”) will be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG, at 3.00pm on Tuesday 19 June 2018 for the following purposes:**

To consider and, if thought fit, to pass resolutions 1 to 6 (inclusive) as ordinary resolutions:

- 1 To receive the accounts of the Company for the financial year ended 31 December 2017 and the reports of the directors and auditors.
- 2 To approve the Remuneration Report for the year ended 31 December 2017.
- 3 To re-elect as a director of the Company Kuat Oraziman who retires by rotation.
- 4 To re-appoint BDO LLP as auditors of the Company.
- 5 To authorise the directors to agree the auditors’ remuneration.
- 6 THAT, in substitution for any existing and unexercised authorities, in accordance with section 551 of the Companies Act 2006 (the “Act”), the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act):
  - (i) up to an aggregate nominal value of £1,408,450.71 for the purposes of or in connection with the Acquisition (“**Acquisition Securities**”), if not issued prior to the date of the annual general meeting at which this Resolution 6 is proposed;
  - (ii) up to the nominal value of all the unissued shares, in connection with a rights issue (as defined in the Listing Rules issued by the Financial Conduct Authority pursuant to Part VI of the Financial Services and Markets Act 2000), to holders of equity securities, in proportion to their respective entitlements to such equity securities, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange;
  - (iii) otherwise than pursuant to paragraphs (i) and (ii) of this Resolution 6, the allotment of equity securities up to an aggregate nominal value equal to £6,035,062.97, provided such allotment represents no more than one-third of (a) the aggregate nominal value of the ordinary share capital of the Company in issue following the allotment of the Acquisition Securities. or (b) if no such Acquisition Securities are allotted, the aggregate nominal value of the ordinary share capital of the Company in issue on 11 May 2018, being the latest practicable date prior to the publication of the notice of this Annual General Meeting,

provided that this authority shall expire (unless previously revoked, varied or renewed) on the conclusion of the Annual General Meeting of the Company to be held in 2019 or, if earlier, 15 months after the date on which this resolution has been passed, save that the Company may, before such expiry, make an offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot such equity securities pursuant to such offer, agreement or other arrangement as if the authority conferred hereby had not expired.

To consider and, if thought fit, to pass resolutions 7 and 8 as special resolutions:

- 7 THAT, subject to resolution 6 above being duly passed, in substitution for any existing and unexercised authorities, the directors be and they are hereby generally authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for

cash pursuant to the authority conferred by resolution 6 above as if sub-section (1) of section 561 of the said Act or any pre-emption provisions contained in the Company's articles of association did not apply to any such allotment, provided that this power shall be limited to the allotment and/or sale of equity securities:

- (i) comprising the Acquisition Securities, as referred to in paragraph (i) of Resolution 6, if not issued prior to the date of the annual general meeting at which this Resolution 7 is proposed;
- (ii) up to the nominal value of all the unissued shares, in connection with a rights issue (as defined in the Listing Rules issued by the Financial Conduct Authority pursuant to Part VI of the Financial Services and Markets Act 2000), to holders of equity securities, in proportion to their respective entitlements to such equity securities, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (iii) otherwise than pursuant to paragraphs (i) and (ii) of this Resolution 7, up to an aggregate nominal value equal to £1,810,518.89 provided that such allotment represents no more than 10% of (a) the aggregate nominal value of the ordinary shares in the capital of the Company in issue following the allotment of the Acquisition Securities, or (b) if no such Acquisition Securities are allotted, the aggregate nominal value of the ordinary share capital of the Company in issue on 11 May 2018, being the latest practicable date prior to the publication of the notice of this Annual General Meeting,

such authorities and powers (unless previously revoked, varied or renewed) to expire on the conclusion of the Annual General Meeting of the Company to be held in 2019, or, if earlier 15 months after the date on which this resolution has been passed, provided that the Company may prior to such expiry make any offer, agreement or other arrangement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer, agreement or other arrangement as if the power conferred hereby had not expired.

8 THAT the Company is generally and unconditionally hereby authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares of £0.01 each ("ordinary shares") on such terms and in such manner as the directors may from time to time determine provided that:

- (i) the maximum aggregate number of ordinary shares authorised to be purchased is 181,051,889 provided that such number represents no more than 10% of (a) the issued share capital of the Company immediately following the allotment of the Acquisition Securities, as referred to in paragraph (i) of Resolution 6, or (b) if no such Acquisition Securities are allotted, 10% of the issued share capital of the Company on 11 May 2018, being the latest practicable date prior to the publication of the notice of this Annual General Meeting;
- (ii) the minimum price which may be paid for any such ordinary share is £0.01, exclusive of the expenses of purchase (if any) payable by the Company;
- (iii) the maximum price, exclusive of the expenses of purchase (if any) payable by the Company, which may be paid for any such ordinary share under this authority is an amount equal to 105% of the average of the middle market closing price for an ordinary share as derived from the AIM market of the London Stock Exchange plc for the five business days immediately preceding the day of purchase; and

- (iv) unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2019, or, if earlier, 15 months after the date on which this resolution has been passed, but a contract for purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of ordinary shares may be made in pursuance of any such contract.

**BY ORDER OF THE BOARD**



**Clive Carver**  
*Chairman*

*Registered Office: 5 New Street Square, London, EC4A 3TW*

14 May 2018

**Entitlement to attend and vote**

- (i) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at close of business on Friday 15 June 2018 or, if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after close of business on Friday 15 June 2018 or, if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at this Annual General Meeting.

**Appointment of proxies**

- (ii) A shareholder entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- (iii) A proxy does not need to be a shareholder of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General 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 Annual General Meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (iv) A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares held by him. You may not appoint more than one proxy to exercise rights attached to any one share. Details of how to appoint more than one proxy are set out in the notes to the proxy form.
- (v) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, 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 Annual General Meeting.
- (vi) The notes to the proxy form explain how to direct your proxy, how to vote on each resolution or how to withhold their vote. To appoint a proxy using the proxy form, the form must be:  
  
completed and signed; sent or delivered to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; and received by Link Asset Services by 3.00pm on Friday 15 June 2018 or no later than 48 hours before any adjourned meeting, ignoring any part of a day that is not a working day.

In the case of a shareholder 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.

The original of 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.

### **Electronic voting**

- (vii) Shareholders may vote electronically, by no later than 3.00pm on Friday 15 June 2018, by visiting [www.signalshares.com](http://www.signalshares.com). You will be asked to enter the Investor Code shown on your share certificate and agree to certain terms and conditions. CREST shareholders may lodge their proxy via the CREST system (see note (viii) below).

### **Instructions for electronic proxy appointment through CREST**

- (viii) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting to be held at 3.00pm on Tuesday 19 June 2018 and any adjournments thereof by utilising the procedures described in the CREST manual. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
- (ix) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland ("EUI")'s specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the Company's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified above. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (x) CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST 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 CREST Sponsored Member or has appointed a voting service provider(s) to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
- (xi) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

### **Appointment of proxy by joint shareholders**

- (xii) 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**

- (xiii) 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 applies 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 proxy form and would like to change the instructions using another proxy form, please contact Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.

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**

- (xiv) In order to revoke a proxy instruction you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the registered office of the Company. In the case of a shareholder 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. The original of 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.

The revocation notice must be received by the Company no later than 3.00pm on Friday 15 June 2018 and a copy must be sent or delivered to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person and vote in respect of a particular resolution then your proxy's vote, if he or she makes one, will not be counted.

#### **Communication**

- (xv) Except as provided above, shareholders who have general queries about the Annual General Meeting should use the following means of communication:

Call our Registrars, Link Asset Services' Shareholder Enquiries on 0871 664 0300, from overseas call +44 (0) 371 664 0300 calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

#### **Documents on display**

- (xvi) The memorandum and current articles of association of the Company, signed by the Chairman, are available for inspection on any day (except Saturday, Sunday and Bank Holidays) up to and including the date of this Annual General Meeting during usual business hours at the registered office of the Company and will, on the date of this Annual General Meeting, be available for inspection at the meeting from 2.45 pm until the conclusion of the meeting.