

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and/or about what action you should take, you are recommended to immediately seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document and the accompanying Form of Proxy 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. Any person (including without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the United Kingdom of Great Britain and Northern Ireland, should seek appropriate advice before taking any action. If you have sold only part of your holding of Ordinary Shares you should retain this document.

The Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors, individually and collectively (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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## **Crimson Tide plc**

*(Incorporated and registered in England and Wales with registered number 00113845)*

### **Notice of General Meeting**

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**You should read the whole of this document. Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 4 to 5 (inclusive) of this document and which recommends you vote in favour of the resolutions to be proposed at the General Meeting referred to in this document. Whether or not you intend to attend the General Meeting, you are encouraged to complete and return the enclosed Form of Proxy in accordance with the instructions printed on the form.**

This document does not constitute or form part of any offer or instruction to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor. This document is not a prospectus, offering circular, placement memorandum, admission document or the like containing information accompanying a securities offering.

This document should be read in conjunction with the Notice of General Meeting and the Form of Proxy. Notice of a General Meeting of the Company, to be held at Oakhurst House, 77 Mount Ephraim, Tunbridge Wells, Kent TN4 8BS at 11 a.m. on 8 December 2017, is set out at the end of this document. Shareholders will find enclosed with this document a Form of Proxy for use in connection with the resolutions to be proposed at the General Meeting. To be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon to the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA so as to be received as soon as possible but in any event no later than 48 hours (excluding non-working days) before the time fixed for the General Meeting, being 11 a.m. on 6 December 2017. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.

## CONTENTS

	<i>Page</i>
Expected Timetable of Principal Events	2
Definitions	3
Letter from the Chairman	4
Notice of General Meeting	6

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

*2017*

Publication of this document	22 November
Latest time and date for receipt of Forms of Proxy	11 a.m. on 6 December
General Meeting	11 a.m. on 8 December

1) The times and dates set out in the expected timetable of principal events above and mentioned throughout this document may be adjusted by the Company, in which event details of the new times and dates will be notified to the London Stock Exchange plc, and where appropriate, Shareholders.

(2) All references in this document to times are to London time unless otherwise stated.

## DEFINITIONS

The following definitions and terms apply throughout this document unless otherwise stated or the context requires otherwise:

<b>"Company" or "Crimson Tide"</b>	Crimson Tide plc, a company incorporated and registered in England and Wales with registered number 00113845;
<b>"Directors" or "Board"</b>	the board of directors of the Company as at the date of this document;
<b>"Existing Issued Share Capital"</b>	453,486,234 Ordinary Shares in issue as at the date of this document;
<b>"Form of Proxy"</b>	the accompanying form of proxy for use in connection with the General Meeting;
<b>"General Meeting"</b>	the general meeting (or any adjournment thereof) of the Company to be held at Oakhurst House, 77 Mount Ephraim, Tunbridge Wells, Kent TN4 8BS on 8 December 2017 at 11 a.m., notice of which is set out at the end of this document;
<b>"Notice of General Meeting"</b>	the notice convening the General Meeting contained in this document;
<b>"Ordinary Shares"</b>	ordinary shares of 0.1 pence each in the capital of the Company;
<b>"Resolutions"</b>	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting at the end of this document; and
<b>"Shareholders"</b>	the holders of Ordinary Shares.

## LETTER FROM THE CHAIRMAN

# Crimson Tide plc

*(Incorporated and registered in England and Wales with registered number 00113845)*

### Directors:

Barrie Whipp *(Executive Chairman and Chief Executive Officer)*  
Luke Jeffrey *(Deputy Chief Executive Officer and Technical Director)*  
Stephen Goodwin *(Finance Director and Company Secretary)*  
Tobias Hawkins *(Group Sales and Marketing Director)*  
Graham Ashley *(Non-Executive Director)*  
Robert Todd *(Non-Executive Director)*

### Registered Office:

Oakhurst House  
77 Mount Ephraim  
Tunbridge Wells  
Kent  
TN4 8BS

22 November 2017

*To Shareholders and, for information only, to holders of options to subscribe for Ordinary Shares*

Dear Shareholder,

## Notice of General Meeting

### 1. INTRODUCTION

The Company today announced the calling of a general meeting to seek Shareholder approval to authorise the Directors to allot Ordinary Shares in the Company on a non-pre-emptive basis.

The last time the Shareholders were asked to vote on such resolutions was at the Company's annual general meeting in 2012. The authorities granted at that annual general meeting expired in June 2017. As a result, the Directors do not currently have authority to allot Ordinary Shares in the Company. Accordingly, the Directors are seeking the approval of Shareholders at the General Meeting to allot the Ordinary Shares.

The Directors intend to use such authorities provided on the passing of the Resolutions to allot Ordinary Shares in the Company on a non-pre-emptive basis for working capital and other corporate purposes.

### 2. GENERAL MEETING

You will find set out at the end of this document a Notice of General Meeting of the Company to be held at Oakhurst House, 77 Mount Ephraim, Tunbridge Wells, Kent TN4 8BS on 8 December 2017 at 11 a.m. at which the Resolutions will be proposed.

The Resolutions to be passed at the General Meeting are as follows:

*(1) Allotment of Ordinary Shares*

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the Directors to allot relevant securities up to an aggregate nominal amount of £151,160 (representing approximately one-third of the Existing Issued Share Capital) provided that such authority shall expire on the date being five years from the date of the passing of the resolution.

(2) *Dis-application of pre-emption rights*

Resolution 2, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1, dis-applies Shareholders' statutory pre-emption rights (which require a company to offer new shares for cash first to existing shareholders in proportion to their holdings) in relation to the allotment of the equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £151,160 (representing approximately one-third of the Existing Issued Share Capital) provided that such authority shall expire on the date being five years from the date of the passing of the resolution.

The majority required to pass resolution 2 above is not less than 75 per cent. of the votes cast. Resolution 1 above requires a simple majority.

Shareholders should read the Notice of General Meeting at the end of this document for the full text of the Resolutions and for further details about the General Meeting.

The attention of Shareholders is also drawn to the voting intentions of the Directors and connected parties as set out in the paragraph entitled "Recommendation" below.

**3. ACTION TO BE TAKEN**

Set out at the end of this document you will find a notice convening a General Meeting to be held at Oakhurst House, 77 Mount Ephraim, Tunbridge Wells, Kent TN4 8BS at 11 a.m. on 8 December 2017 to consider and, if thought fit, approve the Resolutions.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and, in any event, so as to be received by the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, not later than 48 hours (excluding non-working days) before the General Meeting is scheduled to begin. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

**4. RECOMMENDATION**

The Directors consider that the Resolutions are in the best interests of the Company and would promote the success of the Company for the benefit of its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do in respect of their own beneficial shareholdings amounting, in aggregate, to 161,188,224 Ordinary Shares, representing approximately 36 per cent. of the Company's existing issued ordinary share capital (excluding the 9,150,000 Ordinary Shares in which Stephen Goodwin has an interest as a trustee which, however, he also intends to use to vote in favour of the Resolutions).

Yours faithfully,

**Barrie Whipp**  
Chairman

## NOTICE OF GENERAL MEETING

of

### CRIMSON TIDE PLC

*(Incorporated and registered in England and Wales with registered number 00113845)*

(the "**Company**")

**NOTICE IS HEREBY GIVEN** that a general meeting of the Company will be held at Oakhurst House, 77 Mount Ephraim, Tunbridge Wells, Kent TN4 8BS on 8 December 2017 at 11 a.m. for the purpose of considering and, if thought fit, to pass the following resolutions which in the case of resolution 1 will be proposed as an ordinary resolution and in the case of resolution 2 will be proposed as a special resolution:

#### ORDINARY RESOLUTION

1. **THAT**, conditional on the passing of resolution 2 below, the directors of the Company (the "**Directors**") be and are generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot ordinary shares in the capital of the Company, and grant rights to subscribe for or to convert any security into ordinary shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "relevant securities") up to an aggregate nominal amount of £151,160 representing approximately one-third of the Company's existing issued ordinary share capital, provided that this authority shall, unless previously revoked, varied or extended, expire on the fifth anniversary of the date of the passing of this resolution, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

#### SPECIAL RESOLUTION

2. **THAT**, conditional on the passing of resolution 1, the Directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the Act did not apply to any such allotment of equity securities up to an aggregate nominal amount of £151,160 (representing approximately one-third of the Company's existing issued ordinary share capital) and unless previously revoked, varied or extended, this power shall expire on the fifth anniversary of the date of the passing of this resolution, except that the Company may, at any time before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By Order of the Board  
**Stephen Goodwin**  
Company Secretary

22 November 2017

*Registered Office:*  
Oakhurst House  
77 Mount Ephraim  
Tunbridge Wells  
Kent  
TN4 8BS

## **Explanatory Notes:**

### **Entitlement to attend and vote**

1. Only those members registered on the Company's register of members at:

- 6.00 p.m. on 6 December 2017; or,
- if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the meeting in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

### **Appointment of proxies**

2. If you are a member of the Company at the time set out in note 1 above, 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.
3. 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.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to more than one share. To appoint more than one proxy please refer to the notes on the proxy form.

### **Appointment of proxy using hard copy proxy form**

5. 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:
  - completed and signed;
  - sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA; and
  - received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 11 a.m. on 6 December 2017.
6. 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.
7. 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.

### **Appointment of proxy by joint members**

8. 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**

9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times 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.
10. 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 Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.
11. 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 appointment**

12. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.
13. 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.
14. 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.
15. The revocation notice must be received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 11 a.m. on 6 December 2017.
16. 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.
17. 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.

### **Corporate representative**

18. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.