

**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 independent financial advice from an independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or if not, from another appropriately authorised independent financial adviser.**

If you have sold or transferred all your ordinary shares in Pressure Technologies plc, please forward this document, together with the accompanying form of proxy, as soon as practicable to the purchaser or transferee, or to the stockbroker, bank or other person through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

## **Pressure Technologies plc**

Registered no 6135104

Registered Office:  
Newton Business Centre  
Newton Chambers Road  
Chapelton  
Sheffield  
S35 2PH

5 January 2017

Dear Shareholder

### **Annual General Meeting**

A formal notice for the Annual General Meeting of Pressure Technologies plc (the "Company") to be held at Chesterfield Special Cylinders, Meadowhall Road, Sheffield S9 1BT on Tuesday 14 February 2017 at 11.00 am, together with a copy of the annual report and financial statements for the period ended 1 October 2016 and a form of proxy for use at the Annual General Meeting accompanies this letter. The notice sets out the resolutions to be proposed at the Annual General Meeting and this letter explains the resolutions more fully.

Chesterfield Special Cylinders is located close to Junction 34 on the M1 motorway.

### **Ordinary Business**

#### **Resolution 1 Approval of Annual Report and Financial Statements**

The directors are under a duty in respect of each financial year to lay the accounts and the reports of the directors and the auditors before the Company in General Meeting. This gives shareholders the opportunity to ask questions on the contents of the Annual Report and Financial Statements for the period ended 1 October 2016 before voting on the resolution.

#### **Resolution 2 Remuneration report**

The Directors' Remuneration Report Regulations 2002 ("the Regulations") require the Company to produce a yearly report on directors' remuneration and to put an annual resolution to shareholders for approval of that report. The directors' remuneration report for which approval is sought is set out on pages 36 to 38 of the Annual Report and Financial Statements for the period ended 1 October 2016. In line with the Regulations, this vote will be advisory.

#### **Resolution 3 Reappointment of Alan Wilson as a director**

Alan Wilson is due to retire having completed his three year term as a director at this Annual General Meeting and consequently he is standing for re-election.

#### **Resolution 4 Reappointment of John Hayward as a director**

John Hayward is due to retire having completed his three year term as a director at this Annual General Meeting and consequently he is standing for re-election.

#### **Resolution 5 Reappointment of Neil MacDonald as a director**

Neil MacDonald is due to retire having completed his three year term as a director at this Annual General Meeting and consequently he is standing for re-election.

#### **Resolution 6 Reappointment of auditors and fixing of remuneration**

This resolution proposes the reappointment of Grant Thornton UK LLP as auditors of the Company until the conclusion of the next Annual General Meeting and authorises the directors to determine the auditors' remuneration.

#### **Resolution 7 Authority for directors to allot shares**

This resolution gives the directors the authority to allot up to 33% of the issued share capital of the Company.

**Special Business****Resolution 8 Purchase of own shares**

This resolution authorises the Company to purchase up to approximately 14.99% of its issued ordinary share capital at any time from the date this resolution is passed up to the date of the next Annual General Meeting or 15 months from the date this resolution is passed, whichever is the earlier. The Directors consider it desirable for the proposed general authority to be available. The Directors have no present intention to make such market purchases but consider it desirable to be given the flexibility to do so by shareholders.

**Resolution 9 Waiver of pre-emption rights**

By passing this resolution shareholders are waiving their pre-emption rights in respect of the allotment for cash of a maximum of 10% of the issued share capital of the Company until the date of the next Annual General Meeting or 15 months from the date this resolution is passed, whichever is the earlier.

Your directors believe the proposals in relation to the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors recommend shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

**Action to be taken**

All ordinary shareholders are entitled to attend and vote on all resolutions at the Annual General Meeting. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, you 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 that it is received by the Company's registrar, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not later than 11.00 am on 10 February 2017. Completion and return of the form of proxy will not prevent you from attending the meeting and voting in person should you so wish.

Yours faithfully

**Alan Wilson**

Chairman

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Pressure Technologies plc (the "Company") will be held at Chesterfield Special Cylinders, Meadowhall Road, Sheffield S9 1BT on Tuesday 14 February 2017 at 11.00 am to consider the following business:

## Ordinary business

- Resolution 1: To receive and adopt the accounts together with the reports of the directors and auditors for the period ended 1 October 2016.
- Resolution 2: To approve the Directors' Remuneration report for the period ended 1 October 2016.
- Resolution 3: To reappoint Alan Wilson as a director.
- Resolution 4: To reappoint John Hayward as a director.
- Resolution 5: To reappoint Neil MacDonald as a director.
- Resolution 6: To reappoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the directors to fix their remuneration.
- Resolution 7: To give the directors of the Company the authority to allot relevant securities in accordance with the provisions of section 549 and section 551 of the Companies Act 2006 (the "Act") up to a maximum nominal value of £238,776 being 33% of the issued share capital of the Company provided that this authority shall expire at the conclusion of the next Annual General Meeting following the date of this meeting or if earlier, not more than 15 months after the passing of this resolution unless previously renewed, revoked or varied in any way.

## Special business

To consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

- Resolution 8: The Company is generally and unconditionally authorised for the purposes of Section 116 of the Act to make market purchases, as defined in Section 693(2) of the Act, of ordinary shares in the capital of the Company up to an aggregate of 2,169,247 ordinary shares (being 14.99% of the current issued ordinary share capital) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- a. the minimum price which may be paid for each ordinary share is not less than 5p;
  - b. the maximum price which may be paid for each ordinary share is not more than 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the relevant shares are purchased; and
  - c. such authority shall expire at the conclusion of the next Annual General Meeting following the date of this meeting or, if earlier, not more than 15 months after the passing of this resolution save that the Company may before such expiry make a contract to purchase shares which would or might require to be executed wholly or partly after such expiry and may make a purchase of shares pursuant to such contract as if the authority had not expired.

Resolution 9: To give the directors of the Company, subject to the passing of resolution 7, the power to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by resolution 7 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- a. in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
- b. otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £72,356 being 10% of the issued share capital of the Company at the date of this resolution,

and provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or if earlier, not more than 15 months after the passing of this resolution, save that the Company may, 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By order of the Board

**Alexander Tristram**

Company Secretary  
Pressure Technologies plc  
Newton Business Centre  
Newton Chambers Road  
Sheffield  
S35 2PH

5 January 2017

**Notes**

1. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6.00 pm on 10 February 2017 (being not more than 48 hours prior to the time fixed for the meeting disregarding non-working days) shall be entitled to attend or vote at the above meeting in respect of the number of shares in the name at that time. Changes to entries on the relevant register of securities after 6.00 pm on 10 February 2017 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Any member entitled to attend and vote at this meeting may appoint a proxy or proxies to attend and, on a poll, vote instead of him. A proxy does not need to be a member of the Company. The completion and return of a form of proxy will not prevent a member 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.
3. Forms of proxy, to be valid, must be completed and signed and reach the offices of the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by 11.00 am on 10 February 2017 or not less than 48 hours before the time appointed for any adjournment of the meeting. 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. 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.
4. 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).
5. 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 note 3 above) also applies in relation to amended instructions. Any amended proxy form received after the relevant cut-off time will be disregarded. 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. If the Company is unable to determine which was last received none of them shall be treated as valid.
6. In order to revoke a proxy instruction you will need to inform the Company's registrars, Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by sending them a signed hard copy notice clearly stating your intention to revoke your proxy appointment. The revocation notice must be received by Neville Registrars Limited no later than 11.00 am on 10 February 2017 or not less than 48 hours before the time appointed for any adjournment of the meeting.
7. The following documents, namely:
  - (i) service contracts of directors of the Company; and
  - (ii) the register of directors interestswill be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of the notice until the date of the meeting, and at the place of the meeting from 10.00 am until its conclusion.