

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document and what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking such advice in Ireland, should be authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended) or, if you are taking such advice in the United Kingdom, should be authorised pursuant to the Financial Services and Markets Act 2000 of the United Kingdom.**

If you sell or have sold or otherwise transfer or have transferred all of your Ordinary Shares you should 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. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected.

---

## **Prime Active Capital plc**

*(Incorporated in Ireland with limited liability  
under the Companies Acts 1963-2009 with registered number 295879)*



**Your attention is drawn to the letter from the Chairman of PAC set out on pages 4 to 6 of this document, which explains the purpose of the Resolutions to be proposed at the Annual General Meeting and includes the recommendation from the Board to vote in favour of the Resolutions. The Notice of the Annual General Meeting of PAC to be held at 8.00am at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 on 28 September 2012 is set out at the end of this document.**

A Form of Proxy for use at the Annual General Meeting is enclosed. You are requested to complete, sign and return the Form of Proxy as soon as possible whether or not you propose to attend the meeting in person. To be valid, the Form of Proxy should be completed and returned by hand or by post to PAC's registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland to arrive by no later than 8.00am on 26 September 2012. The appointment of a proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

This Document has not been approved by the Financial Regulator of Ireland, the UK Listing Authority or any other regulator. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons receiving this document should inform themselves about and observe any such restrictions. This document does not constitute, nor is it intended to constitute, investment research or investment advice under the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended) by PAC or any other person. This document has not been prepared in accordance with the legal requirements designed to promote the independence of investment research and is not subject to any prohibition on dealing ahead of the dissemination of investment research (whether pursuant to the European Communities (Markets in Financial Instruments) Regulations 2007 of Ireland (as amended) or otherwise).

---

## CONTENTS

---

	<b>Page</b>
Definitions	2
Directors, Company Secretary and Advisers	3
Letter from the Chairman of PAC	4
Notice of Annual General Meeting	6

---

## DEFINITIONS

---

*In this document the following expressions have the following meanings unless the context otherwise requires or unless otherwise provided:*

“AGM” or “Annual General Meeting”	the annual general meeting of PAC, to be held at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 at 8.00am on 28 September 2012 or any adjournment thereof, notice of which is set out at the end of this document;
“Articles of Association” or “Articles”	the Articles of Association of the Company;
“the Board” or “Directors”	the board of directors of the Company;
“the Company” or “PAC”	Prime Active Capital plc;
“Form of Proxy”	the form of proxy for use at the Annual General Meeting enclosed with this document;
“Notice”	the notice of Annual General Meeting set out at the end of this document;
“Ordinary Shares”	ordinary shares of €0.50 each in the Company;
“Registrar”	the Company’s registrar, being Computershare Investor Services (Ireland) Limited;
“Resolutions”	the resolutions as set out in the Notice to be proposed in the manner specified in the Notice at the Annual General Meeting; and
“Shareholder(s)”	holder(s) of Ordinary Shares.

---

## DIRECTORS, COMPANY SECRETARY AND ADVISERS

---

<b>Directors</b>	Peter E. Lynch – <i>Executive Chairman</i> Anne Keogh – <i>Non-Executive Director</i>
<b>Company Secretary</b>	Goodbody Secretarial Limited IFSC North Wall Quay Dublin 1 Ireland
<b>Registered Office</b>	18 The Hyde Building The Park Carrickmines Dublin 18 Ireland
<b>Stockbrokers, AIM Nominated Advisor and ESM Adviser</b>	Davy Davy House 49 Dawson Street Dublin 2 Ireland
<b>Auditors</b>	Grant Thornton 24-26 City Quay Dublin 2 Ireland
<b>Solicitors</b>	Arthur Cox Earlsfort Centre Earlsfort Terrace Dublin 2 Ireland
<b>Registrar</b>	Computershare Investor Services (Ireland) Limited P.O. Box 954 Heron House Corrig Road Sandyford Industrial Estate Dublin 18 Ireland

---

# LETTER FROM THE CHAIRMAN OF PRIME ACTIVE CAPITAL PLC

---

## **Prime Active Capital plc**

*(Incorporated in Ireland with limited liability  
under the Companies Acts 1963-2009 with registered number 295879)*

*Directors:*

Peter E. Lynch – *Executive Chairman*  
Anne Keogh – *Non-Executive Director*

*Registered Office:*

18 The Hyde Building  
The Park  
Carrickmines  
Dublin 18  
Ireland

5 September 2012

*To the Shareholders of Prime Active Capital plc*

Dear Shareholder,

I am writing to you to outline the background to the resolutions to be proposed at the forthcoming Annual General Meeting of the Company.

You will find set out at the end of this document the Notice of the Annual General Meeting of the Company, which will be held at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 at 8.00am on 28 September 2012. The Notice sets out the full text of the Resolutions to be proposed and voted on at the Annual General Meeting.

### ***Special Business***

In addition to the ordinary business to be transacted at the Annual General Meeting (see Resolutions 1 and 2 in the Notice), the Board is proposing a number of other items of special business as set out in Resolutions 3 to 6, which relate to the share capital of the Company and which are now routine for most public companies.

#### **Authority to Allot Relevant Securities (*Resolution 3*)**

Under the first item of special business, Shareholders are being asked to give the Directors authority to allot and issue up to an aggregate amount of €3,742,397.50 in nominal value of new shares, being equal to 33% of the nominal value of the issued ordinary share capital of the Company. This is a renewal of a similar authority granted at last year's annual general meeting. The Board reviews the appropriateness of new share issues on an ongoing basis and while the Directors do not have any current intention to exercise this power in full, this authority is being sought as it is common practice for public companies to do so. This authority will expire at the earlier of the close of business on the date of the annual general meeting of the Company in 2013 or the day which is fifteen months from the passing of the resolution.

#### **Disapplication of Statutory Pre-emption Rights (*Resolutions 4*)**

The Shareholders are being asked, under the second item of special business, to give the Directors the authority to disapply the statutory pre-emption provisions to allow the issue of shares for cash in the event of a rights issue or open offer (subject to the limits in the authority referred to above) or in any other issue up to an aggregate nominal amount of €1,134,059.50, being equal to approximately 10% of the nominal value of the Company's issued ordinary share capital for the time being. This authority will expire at the earlier of the close of business on the date of the Company's annual general meeting in 2013 or the day which is fifteen months from the passing of the resolution. The resolutions also amend the Articles of Association of the Company to clarify that such an authority is expressly permitted.

**Authority to Make Market Purchases of its Own Shares (*Resolution 5*)**

Under the third item of special business, Shareholders are being asked to give the Company, or any of its subsidiaries, the authority to purchase up to approximately 10% of its own shares. The authority will expire at the earlier of the close of business on the date of the Company's annual general meeting in 2013 or the day which is fifteen months from the passing of the resolution. From time to time, the Directors may consider exercising this power to purchase the Company's own shares. Such purchases would be made only at price levels which the Board considered to be in the interests of the Shareholders generally, after taking into account the Company's overall financial position. Furthermore, the authority being sought from Shareholders will provide that the minimum price which may be paid for such shares shall not be less than the nominal value of the shares and the maximum price will be the greater of (i) 105% of the average market price of such shares for the previous 5 days and (ii) the higher of the price quoted for the last independent trade and the highest current independent bid or offer for such shares.

**Authority to Re-issue Treasury Shares (*Resolution 6*)**

Shareholders are being asked under the fourth item of special business to pass a resolution fixing the price range at which the Company may reissue any shares purchased by the Company which are not cancelled and have instead been held as treasury shares. The maximum and minimum prices at which such a share may be re-issued are 120% and 95% respectively of the average market price of a share calculated over the five business days immediately preceding the date of such re-issue. The authority will expire at the earlier of the close of business on the date of the Company's annual general meeting in 2013 or the day which is fifteen months from the passing of the resolution. This is a renewal of a similar authority granted at last year's annual general meeting.

***Action to be Taken and Recommendation***

**Action to be Taken**

A Form of Proxy for use at the Annual General Meeting is enclosed. **You are requested to complete, sign and return the Form of Proxy as soon as possible whether or not you propose to attend the meeting in person. To be valid, the Form of Proxy should be completed and returned by hand or by post to the Company's registrars, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland to arrive by no later than 8.00am on 26 September 2012.** The appointment of a proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

**Recommendation**

**The Directors consider the passing of the Resolutions proposed at the Annual General Meeting to be in the best interests of the Company and its Shareholders as a whole and, accordingly, unanimously recommend that you vote in favour of the Resolutions.**

Yours sincerely,

Peter E. Lynch  
*Executive Chairman*

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### **Prime Active Capital plc**

*(Incorporated in Ireland with limited liability  
under the Companies Acts 1963-2009 with registered number 295879)*

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Prime Active Capital plc (the “Company”) will be held at Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 on 28 September 2012 at 8.00am to consider and, if thought fit, pass the following resolutions, of which resolutions 1, 2 and 3 will be proposed as ordinary resolutions and resolutions 4, 5 and 6 will be proposed as special resolutions:

#### **RESOLUTIONS**

##### ***Ordinary Business of the Meeting***

As ordinary resolutions:

1. To receive and consider the financial statements for the year ended 31 December 2011 together with the reports of the directors and auditors thereon. **(Resolution 1)**
2. To authorise the directors to fix the remuneration of the auditors for the year ending 31 December 2012. **(Resolution 2)**

##### ***Special Business of the Meeting***

3. As an ordinary resolution:

“That the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 20 of the Companies (Amendment) Act 1983) up to an aggregate nominal amount of €3,742,397.50 provided that this authority shall expire at the earlier of the close of business on the date of the Company’s annual general meeting in 2013 or the day which is fifteen months after the date of the passing of this resolution, save that the Company may 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 offer or agreement as if the authority hereby conferred had not expired.” **(Resolution 3)**

4. As a special resolution;

“That pursuant to Article 7 of the Articles of Association and Section 24 of the Companies (Amendment) Act 1983 the directors be and they are hereby empowered to allot equity securities (within the meaning of Section 23 of the Companies (Amendment) Act 1983) for cash pursuant to the authority conferred by the ordinary resolution authorising the directors to issue the unissued capital of the Company passed earlier this day as if sub-section (1) of the said Section 23 did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities (including, without limitation, any shares purchased by the Company pursuant to the provisions of the Companies Act 1990 and held as treasury shares) in connection with any offer of securities, open for a period fixed by the directors, by way of rights, open offer or otherwise in favour of ordinary shareholders and/or any persons having a right to subscribe for or convert securities into ordinary shares (including, without limitation, any person entitled to options under the Company’s share option schemes for the time being) and subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to any legal or practical problems under the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory; and

- (b) (in addition to the authority conferred in paragraph (a)) the allotment of equity securities (including, without limitation any shares purchased by the Company pursuant to the provisions of the Companies Act 1990 and held as treasury shares) up to a maximum aggregate nominal amount of €1,134,059.50;

and shall expire at close of business on the day of the annual general meeting of the Company to be held in 2013 or the day which is fifteen months after the date of passing of this resolution, whichever is the earlier, 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 such offer or agreement as if the power conferred hereby had not expired.” (**Resolution 4**)

5. As a special resolution:

“That the Company and/or any subsidiary be and they are hereby generally authorised to make market purchases (as defined in Section 212 of the Companies Act 1990) of ordinary shares of the Company on such terms and conditions and in such manner as the directors may from time to time determine but subject to the provisions of the Companies Act 1990 and to the following restrictions and provisions:

- (a) The maximum aggregate nominal value of the ordinary shares authorised to be acquired pursuant to the terms of this resolution shall not exceed €1,134,059.50 (representing 10% of the issued share capital of the Company).
- (b) The minimum price (excluding expenses) which may be paid for any ordinary share shall be an amount equal to the nominal value thereof.
- (c) The maximum price (excluding expenses) which may be paid for any ordinary share (a “**Relevant Share**”) shall be the higher of:
  - (i) 5 per cent above the average of the closing prices of a Relevant Share taken from the Irish Stock Exchange Daily Official List in Dublin and the average of the closing prices of the shares taken from the Official List of the London Stock Exchange for the five business days prior to the day on which the purchase is made; and
  - (ii) the amount stipulated by Regulation 5(1) of the Market Abuse (Buyback and Stabilisation) Regulations (being the value of a Relevant Share calculated on the basis of the higher of the price quoted for:
    - (A) the last independent trade of; and
    - (B) the highest current independent bid or offer for,

any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out).

- (e) The authority hereby granted shall expire at the close of business on the date of the Annual General Meeting of the Company in 2013 or the day which is fifteen months from the date of passing of this resolution, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 215 of the Companies Act, 1990. The Company or any such subsidiary may before such expiry enter into a contract for the purchase of ordinary shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.” (**Resolution 5**)

6. As a special resolution:

“That, subject to the passing of Resolution 5 for the purposes of Section 209 of the Companies Act 1990 the re-issue price range at which any treasury shares (as defined by the said Section 209) for the time being held by the Company may be re-issued off market shall be as follows:

- (a) The maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price.
- (b) The minimum price at which a treasury share may be re-issued off-market shall be an amount equal to 95% of the Appropriate Price.
- (c) For the purposes of paragraph (a) and (b), the expression “Appropriate Price” shall mean the higher of:
  - (i) the average of the Relevant Price for shares of the class of which such treasury share is to be re-issued in respect of each of the five business days immediately preceding the day on which the treasury share is reissued; and
  - (ii) (if there shall be any) the average of the middle market prices for shares of the class of which such treasury share is to be re-issued, as derived from the Irish Exchange Daily Official List (or any successor publication thereto) for the five business days immediately preceding the day on which such treasury share is re-issued.
- (d) For the purpose of sub-paragraph (c)(i), the expression “Relevant Price” shall mean, in respect of any business day on which there shall be a dealing on the Irish Stock Exchange in respect of shares of the class of which the treasury share is to be re-issued, the closing quotation price in respect of such shares for such business day as published in the Irish Exchange Daily Official List (or any successor publication thereto) and, in respect of any business day on which there shall be no such dealing, the price which is equal to (x) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in the Irish Exchange Daily Official List (or any successor publication thereto), or (y) if there shall be only one such market guide price so published, the market price so published.
- (e) The authority hereby conferred shall expire at the close of business on the day of the next following Annual General Meeting of the Company to be held in 2013 or the day which is fifteen months after the date of passing of this resolution, whichever is earlier, unless previously varied or renewed in accordance with the provisions of section 209 of the Companies Act 1990.”  
**(Resolution 6)**

**BY ORDER OF THE BOARD**

Peter E. Lynch  
*Executive Chairman*

*Registered Office:*  
18 The Hyde Building  
The Park  
Carrickmines  
Dublin 18

Dated: 5 September 2012



**Notes:**

1. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in his/her place. Completion of a form of proxy will not affect the right of a member to attend, speak and vote at the meeting in person. A Shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy.
2. To be valid, forms of proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Company's registrar, Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland to arrive by no later than 8.00am on 26 September 2012.
3. The Company, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertified Securities) Regulations, 1996, specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 26 September 2012 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.





