

**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 Investment Intermediaries Act 1995 (as amended) or 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 transferred all of your Ordinary Shares you should forward this document and the accompanying Form of Proxy 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 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.

The Directors of Prime Active Capital plc accept responsibility for the information contained in this document other than that relating to C7 Brands Limited and, to the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The director of C7 Brands Limited accepts responsibility for the information contained in this document relating to C7 Brands Limited and, to the best of the knowledge and belief of the director (who has taken all reasonable care to ensure that such is the case), the information contained in this document for which he accepts responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

---

## **Prime Active Capital plc**

*(Incorporated in Ireland with limited liability  
under the Companies Acts 1963 to 2013 with registered number 295879)*



### **Notice of Annual General Meeting**

---

**Your attention is drawn to the letter from the Chairman of PAC set out at pages 5 to 8 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 10.00 a.m. at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland on 28 September 2016 is set out at page 9 of this document.**

A Form of Proxy for use at the Annual General Meeting is enclosed. You are requested to complete 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 enclosed Form of Proxy should be completed and returned by hand or by post to PAC's registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland to arrive by no later than 10.00 a.m. on 26 September 2016. Completion and return of a Form of Proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

---

## CONTENTS

---

	<b>Page</b>
Expected Timetable of Principal Events	2
Definitions	3
Directors, Company Secretary and Advisers	4
Letter from the Chairman of PAC	5
Notice of Annual General Meeting	9
ANNEX I – Summary of Proposed Amendments to Memorandum and Articles of Association	

---

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

---

Publication of this document	5 September 2016
Latest time and date for receipt of Forms of Proxy for the Annual General Meeting	10.00 a.m., 26 September 2016
Annual General Meeting	10.00 a.m., 28 September 2016

All references in this document are to Dublin times, unless otherwise stated.

If any details contained in the timetable above should change, the revised times and dates will be publicly announced, with an announcement made available on [www.pacplc.com/investor.html](http://www.pacplc.com/investor.html). A copy of this document is also available on [www.pacplc.com/investor.html](http://www.pacplc.com/investor.html).

---

## 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, Ireland at 10.00 a.m. on 28 September 2016 or any adjournment thereof, notice of which is set out at page 9 of this document;
“Articles of Association” or “Articles”	the articles of association of PAC as at the date of this document;
“Board” or “Directors”	the board of directors of PAC;
“Circular”	this document;
“Company”	Prime Active Capital plc;
“C7 Brands”	C7 Brands Limited, a company incorporated under the laws of England and Wales with registered number 08626712 and having its registered office at The Stables, Little Coldharbour Farm, Tong Lane, Lamberhurst, Tunbridge Wells, Kent, TN3 8AD, United Kingdom;
“Form of Proxy”	the form of proxy for use at the Annual General Meeting, enclosed with this document;
“Memorandum of Association” or “Memorandum”	the memorandum of association of PAC as at the date of this document;
“Notice”	the notice of Annual General Meeting, as set out at the end of this document;
“Ordinary Share”	ordinary shares of €0.50 each in the capital of PAC;
“PAC”	Prime Active Capital plc;
“Registrar”	PAC’s registrar, being Computershare Investor Services (Ireland) Limited;
“Resolutions”	the resolutions to be proposed in the manner specified in the Notice;
“Shareholder(s)”	holder(s) of Ordinary Shares; and
“€”	euro, the legal currency of the participating Member States of the European Union as defined in Recital (2) of Council Regulation 974/98/EC on the introduction of the euro.

---

## DIRECTORS, COMPANY SECRETARY AND ADVISERS

---

<b>Directors</b>	Dermot Martin – Executive Chairman Stephen Smith – Non-executive Director Anthony Gill – Non-executive Director
<b>Company Secretary</b>	Bradwell Limited Arthur Cox Building Earlsfort Terrace Dublin 2 Ireland
<b>Registered Office</b>	14 The Hyde Building The Park Carrickmines Dublin 18 Ireland
<b>Stockbrokers</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 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 2014 with registered number 295879)*

*Directors:*

Dermot Martin – Executive Chairman  
Stephen Smith – Non-executive Director  
Anthony Gill – Non-executive Director

*Registered Office*  
14 The Hyde Building  
The Park  
Carrickmines  
Dublin 18  
Ireland

5 September 2016

*To the Shareholders of Prime Active Capital plc*

Dear Shareholder,

## ANNUAL GENERAL MEETING

### 1. INTRODUCTION

An Annual General Meeting of PAC is to be held at 10.00 a.m. on 28 September 2016 at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland. A notice convening the AGM is set out at page 9 of this Circular and sets out the full text of the Resolutions to be proposed and voted on at the AGM.

In addition to the ordinary business to be transacted at the Annual General Meeting (see Resolutions 1 to 3 in the Notice), the Board is proposing a number of other items of special business as set out in Resolutions 4 and 5 in the Notice.

Resolutions 4 and 5 propose amendments to the Memorandum and Articles of the Company as a result of the introduction of the Companies Act 2014 and to address other matters. The scope of these amendments is discussed in section 3 below.

### 2. BIOGRAPHY OF DIRECTOR STANDING FOR RE-ELECTION

In accordance with the Articles, Stephen Smith who retires by rotation, is offering himself for re-election as a Director as proposed in Resolution 3.

Stephen joined the Board in May 2013 and has been managing director of Mosaic Print Management Ltd since 2003, when he founded the business with Anthony Gill. Mosaic offers a range of print and communication services to circa 100 clients across a range of business sectors in the UK. From 1998 to 2003 Stephen worked with Egg Banking as Head of Purchasing. From 1992 to 1998, he was Head of Purchasing with Cheltenham & Gloucester plc and from 1983 to 1992 he was Purchasing Manager for Laurentian Life.

### 3. AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY TO ADDRESS ENACTMENT OF COMPANIES ACT 2014 AND OTHER MATTERS

#### *Introduction*

The commencement of the Companies Act 2014 on 1 June 2015 altered many provisions in the existing companies legislation in Ireland. The purpose of Resolutions 4 and 5 are to make certain amendments to the Memorandum and Articles of Association in order to ensure that these changes to Irish company law do not have an unintended

effect on the Memorandum and Articles of Association or otherwise alter how the provisions of the Memorandum and Articles of Association are to be applied and to reflect some changes to Irish law effected by the Companies Act 2014.

In addition, a new Article 29.2 is being proposed in order to provide a mechanism by which any new Ordinary Shares which may be issued by PAC as consideration for the acquisition of any company may be forfeited, repurchased or redeemed by PAC for a period of two years following completion of any such acquisitions in circumstances where the shareholders of the acquired company fail to discharge any sums payable to PAC pursuant to the terms of the relevant transaction documents.

Under Irish law, separate special resolutions are required to approve any amendment to a public company's memorandum of association and any amendment to its articles of association. PAC is therefore asking Shareholders to vote separately on Resolutions 4 and 5, both of which are being proposed as special resolutions.

#### ***Amendments to Memorandum of Association (Resolution 4)***

This Resolution is being proposed in order to amend clause 2 and clause 3(iii) of the Memorandum to refer to the Companies Act 2014 and to update statutory references in order to be consistent with the Companies Act 2014. In addition, this resolution will amend clause 3.1 to remove the outdated reference to the acquisition of the print and packaging division of James Crean plc, which is no longer an object of the Company.

The passing of Resolution 4 is subject to and conditional upon the passing of Resolution 5. As such, Resolution 4 will not be passed if Resolution 5 is not also approved by Shareholders.

#### ***Amendments to Articles of Association (Resolution 5)***

This Resolution is being proposed in order to make the following amendments to the Articles:

- (a) the Companies Act 2014 adopts a new approach in regard to the articles of association of all companies. Instead of making provisions for a model set of articles of association as was done with Table A in the Companies Act 1963, the Companies Act 2014 now contains specific sections which apply to all companies unless the articles of association specifically exclude them. As these provisions deal with matters which are already specified in the Articles of Association of the Company, it is necessary to include a new provision in the opening clause of the Articles in order to dis-apply these optional sections of the Companies Act 2014. As Table A is no longer relevant, it is no longer necessary to continue with its disapplication in Article 1. A summary of each of the provisions which are therefore being specifically excluded by the new Article 1 is set out in Schedule 1 of Annex I to this Circular;
- (b) certain parts of, and references in, the Articles need to be updated for the reasons set out in Schedule 2 of Annex I to this Circular; and
- (c) three new articles are proposed to be included in the Articles for the reasons set out in Schedule 3 of Annex I to this Circular.

The passing of Resolution 5 is subject to and conditional upon the passing of Resolution 4. As such, Resolution 5 will not be passed if Resolution 4 is not also approved by Shareholders.

#### **4. UPDATE ON INVESTING POLICY AND NEGOTIATIONS WITH C7 BRANDS LIMITED**

At an annual general meeting of PAC held on 25 September 2015, shareholder approval was obtained for a 12 month period in which to continue to seek investment opportunities in accordance with the investing policy adopted at the extraordinary general meeting of PAC held on 22 August 2014. PAC has considered a number of investment opportunities in line with the investing policy approved by PAC Shareholders on 22 August 2014. For a variety of reasons, a transaction was not concluded in respect of any of these opportunities.

PAC announced today that it is in advanced discussions with the shareholders of C7 Brands Limited (“**C7 Brands**”), in relation to the possible acquisition by PAC of the entire issued share capital of C7 Brands. No agreement has been reached and there can be no certainty that these discussions will lead to a transaction, or as to the terms on which a transaction, if any, might be agreed. The strategy in relation to the PAC group as enlarged by the C7 Brands acquisition would involve using PAC as an investment vehicle to grow a brands company by acquiring

brand assets which will be held as wholly-owned subsidiaries of PAC and using the existing expertise available to PAC to further the development of the acquired company.

### ***Information on C7 Brands Limited***

C7 Brands was established in 2013 and is engaged in the acquisition, manufacture, sale and distribution of beverages in the fast moving consumer goods sector. C7 Brand's product line has a particular focus on low alcohol by volume ("abv") alcoholic beverages, including low abv flavoured wines, and well-being soft drinks, including flavoured coconut waters. C7 Brands is headquartered in Dorking, Surrey, in the United Kingdom and currently has five full-time and three part-time employees.

### ***Existing Brands and Distribution Arrangements***

C7 Brands has several own brand products which it sells into a number of international markets. In addition, C7 Brands is involved in the distribution of a number of established third party brands into international markets including Ireland, the UK, Scandinavia and Hong Kong.

In 2014, C7 Brands launched its own brand of low abv wines "Light Lips", "Bellasette", "Vinello" and "Seven Cellars" into the Irish market, delivering approximately 204,000 bottle sales. "Light Lips" is also distributed across 120 grocery outlets in Southern Spain, as well as in retail outlets in New York and Colorado and will launch in California in September 2016.

C7 Brands works closely with WSK Ostrau (the third largest bulk wine bottler in Germany) and has developed and is developing a number of key retail led initiatives across major UK, Irish and European grocery retail outlets. C7 Brands is also in the advanced stages of developing its expansion into Asia and expects to make a further announcement in this regard in the last quarter of 2016.

One of the key areas of growth, focus and investment for C7 Brands has been the rapidly developing coconut water market which is forecast to grow globally from \$1.36billion in 2014 to \$4.19billion in 2019<sup>1</sup>. C7 Brands has the exclusive distribution rights outside of North America for USA produced "Coco5", a fruit flavoured coconut water. Coco5 is distributed in the UK through Palmer and Harvey and LTT, the largest independent vending firm, selling across 3,500 leisure and gym outlets. In Ireland, C7 Brands has entered into a distribution partnership with one of the largest and longest established sales marketing and distribution companies operating on the island of Ireland. C7 Brands also has a number of planned coconut water initiatives being finalised in key international markets including South Africa and the UAE.

### ***C7 Brands Management Team***

The C7 Brands management team have a proven track record in the fast moving consumer goods sector, both in the UK and internationally, and have significant experience in the distribution and supply of brands to these markets.

- Steve Barton – Chief Executive Officer and Founder, C7 Brands

Mr. Barton commenced his career in the fast-moving consumer goods sector with Gallo, Hardy's Wines and Canandaigua (now Constellation). In 2002 he co-founded Brand Phoenix which created and built the "First Cape" wine brand which grew to sales of 660million bottles in the UK within 10 years and became the third largest selling wine brand in the UK.

Mr. Barton stepped down from Brand Phoenix to establish C7 Brands in 2013.

- Richard Dell – UK Sales Director, Coco5

Mr. Dell has worked in the fast-moving consumer goods sector since 1990. He joined Palmer & Harvey Group in 1989. As an area sales controller for Palmer & Harvey he managed the largest revenue generating team in the UK for a period of nine years, selling a core branded portfolio including the Mars, Pepsi, Nestle, Coke and Walkers brands.

---

<sup>1</sup> Source: Technavio Report: "Global Coconut Water Market 2015 – 2019", available at [www.technavio.com](http://www.technavio.com).

In 2015, Mr. Dell joined C7 Brands and has responsibility for overseeing the rollout of distribution of Coco5 by Palmer & Harvey in the UK.

It is currently envisaged that any acquisition of C7 Brands will be by way of an “all share” transaction, whereby PAC will acquire 100% of C7 Brands in consideration for the issue of Ordinary Shares in PAC to the current shareholders of C7 Brands, which will result in the C7 Brands shareholders holding 60% of the post-acquisition Ordinary Shares of PAC.

**While the acquisition of C7 Brands remains subject to the finalisation of a share purchase agreement (and there cannot therefore be any certainty that the proposed transaction will proceed), the Board expects to agree terms of the proposed acquisition in the coming weeks. Once the final transaction terms of the acquisition of C7 Brands are agreed, an extraordinary general meeting of PAC will be convened by the Board in order to seek the approval of PAC Shareholders for such transaction.**

If the acquisition of C7 Brands is not approved by PAC Shareholders at such an extraordinary general meeting, a proposal will be put to Shareholders to approve the continuance of PAC as an unlisted investing company. If that resolution is not approved by Shareholders, the Board will consider the options for an efficient winding up of PAC and revert with a proposal for Shareholder approval in due course.

## **5. 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 PAC’s registrars, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland to arrive by no later than 10.00 a.m. on 26 September 2016. The appointment of a proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

## **6. RECOMMENDATION**

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

Yours sincerely,

Dermot Martin  
*Executive Chairman*



---

## NOTICE OF ANNUAL GENERAL MEETING

---

### Prime Active Capital plc

*(Incorporated in Ireland with limited liability  
under the Companies Acts 2014 with registered number 295879)*

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Prime Active Capital plc (“**PAC**” or the “**Company**”) will be held at Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland at 10.00 a.m. on 28 September 2016 to consider and, if thought fit, pass the following resolutions:

#### **RESOLUTIONS:**

#### *Ordinary Business of the Meeting*

##### **As ordinary resolutions:**

1. To receive and consider the financial statements for the year ended 31 December 2015 together with the reports of the directors and auditors thereon, and to review the Company’s affairs. (**Resolution 1**)
2. To authorise the directors to fix the remuneration of the auditors for the year ending 31 December 2016. (**Resolution 2**)
3. To re-elect Stephen Smith as director, who retires and, being eligible, offers himself for re-election. (**Resolution 3**)

#### *Special Business of the Meeting*

##### **4. As a special resolution:**

“That, subject to and conditional on the passing of Resolution 5 as set out in the Notice of this meeting, and with effect from the passing of this resolution, the following amendments be made to the Memorandum of Association of the Company:

- (a) the deletion of the existing clause 2 and the substitution therefore of the following new clause 2: “2. The Company is a public limited company, registered under Part 17 of the Companies Act 2014.”;
- (b) the deletion from clause 3.1 of the following text: “acquire from James Crean plc its Print & Packaging Division comprising Liffey Holdings BV, Label Art Limited, Label Art Development Limited and James Crean Print & Packaging Services Limited and to”; and
- (c) the deletion from clause 3(iii) of the following text: “Section 155 Companies Act, 1963” and the substitution therefor of the following text: “Sections 7 and 8 respectively of the Companies Act 2014.” (**Resolution 4**)

##### **5. As a special resolution:**

“That, subject to and conditional on the passing of Resolution 4 as set out in the Notice of this meeting, and with effect from the passing of this resolution, the articles of association, in the form produced to the meeting and initialled by the Chairman for the purposes of identification, be adopted in substitution for, and to the exclusion of, the existing articles of association of the Company.” (**Resolution 5**)

#### **BY ORDER OF THE BOARD**

Dermot Martin  
*Executive Chairman*

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

*Dated:* 5 September 2016

**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 PAC) 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.
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 PAC's registrar, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland to arrive by no later than 10.00 a.m. on 26 September 2016.
3. PAC, pursuant to regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, specifies that only those shareholders registered in the register of members of PAC as at 6:00 p.m. on 26 September 2016 (or in the case of an adjournment as at 6:00 pm on the day which is two days before the date 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.



