

**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.

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# **Prime Active Capital plc**

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

## **Notice of Annual General Meeting and Notice of Extraordinary General Meeting**

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**Your attention is drawn to the letter from the Chairman of PAC set out at pages 6 to 7 of this document, which explains (i) the purpose of the Extraordinary General Meeting and (ii) 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 9.00 a.m. at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 Ireland on 22 August 2014 is set out at page 8 of this document.**

**The Notice of the Extraordinary General Meeting of PAC to be held at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland on 22 August 2014, immediately after the Annual General Meeting, is set out at page 11 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 9.00 a.m. on 20 August 2014. 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.

A Form of Proxy for use at the Extraordinary 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 9.30 a.m. on 20 August 2014. Completion and return of a Form of Proxy will not preclude you from attending the Extraordinary General Meeting should you so wish.

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## CONTENTS

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	<b>Page</b>
Expected Timetable of Principal Events	2
Definitions	3
Directors, Company Secretary and Advisers	5
Letter from the Chairman of PAC	6
Notice of Extraordinary General Meeting	8
Notice of Annual General Meeting	11

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### EXPECTED TIMETABLE OF PRINCIPAL EVENTS

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Publication of this document	25 July 2014
Latest time and date for receipt of Forms of Proxy for the Extraordinary General Meeting and the Annual General Meeting	20 August 2014
Extraordinary General Meeting	22 August 2014
Annual General Meeting	22 August 2014

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 notified by means of an announcement through a Regulatory Information Service.

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## DEFINITIONS

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

<b>2013 Annual Report</b>	the annual report and audited financial statements of PAC and its subsidiaries for the year ended 31 December 2013;
<b>AGM</b> or <b>Annual General Meeting</b>	the annual general meeting of PAC to be held at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland at 9.00 a.m. on 22 August 2014 or any adjournment thereof, notice of which is set out at page 8 of this document;
<b>AGM Resolutions</b>	the resolutions to be proposed in the manner specified in the Notice of Annual General Meeting;
<b>AIM</b>	the market of that name operated by the London Stock Exchange;
<b>Articles of Association</b> or <b>Articles</b>	the Articles of Association of PAC as at the date of this document;
<b>Board</b> or <b>Directors</b>	the board of directors of PAC;
<b>Circular</b>	this document;
<b>EGM</b> or <b>Extraordinary General Meeting</b>	the extraordinary general meeting of PAC, to be held at the offices Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland on 22 August 2014, immediately after the AGM, notice of which is set out at page 11 of this document;
<b>ESM</b>	the market of that name operated by the Irish Stock Exchange;
<b>Form of Proxy</b>	the form of proxy for use at the Extraordinary General Meeting or the form of proxy for use at the Annual General Meeting, as applicable, enclosed with this document;
<b>Irish Stock Exchange</b>	The Irish Stock Exchange Limited;
<b>London Stock Exchange</b>	The London Stock Exchange plc;
<b>Notice</b>	the notice of Extraordinary General Meeting or the notice of Annual General Meeting, as

	applicable, as set out at the end of this document;
<b>öOrdinary Shareö</b>	ordinary shares of 50 cent each in the capital of PAC;
<b>öPACö</b>	Prime Active Capital plc;
<b>öPAC Groupö</b>	PAC and its subsidiaries;
<b>öRegistrarö</b>	PAC's registrar, being Computershare Investor Services (Ireland) Limited;
<b>öShareholder(s)ö</b>	holder(s) of Ordinary Shares; and
<b>ö€ö</b>	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.

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## DIRECTORS, COMPANY SECRETARY AND ADVISERS

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<b>Directors</b>	Dermot Martin ó Executive Chairman Stephen Smith ó Non-executive Director Anthony Gill ó 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, 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 Heron House Corrig Road Sandyford Industrial Estate Dublin 18 Ireland

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## LETTER FROM THE CHAIRMAN OF PRIME ACTIVE CAPITAL PLC

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### **Prime Active Capital plc**

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

*Directors:*

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

*Registered Office*

14 The Hyde Building  
The Park  
Carrickmines  
Dublin 18  
Ireland

25 July 2014

*To the Shareholders of Prime Active Capital plc*

Dear Shareholder,

### **PART I – ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

An Annual General Meeting of PAC is to be held at 9.00 a.m. on 22 August 2014 at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland. A notice convening the AGM is set out at page 8 of the Circular and sets out the full text of the Resolutions to be proposed and voted on at the Annual General Meeting.

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

In accordance with the Articles, Dermot Martin, who retires by rotation, is offering himself for re-election as a Director as proposed in Resolution 3. Dermot was appointed Executive Chairman of PAC on 23 May 2014, having held the position of Chairman of PAC since November 2013. Prior to this, Dermot had held a non-executive Director position on the Board since October 2012. Dermot Martin is a former employee of PAC and is now a business consultant. A MBA graduate from University College Dublin, he previously worked with the national telephone company in Ireland, eircom plc and Adare Printing Group plc.

#### **3. AUTHORITY TO MAKE MARKET PURCHASES OF ITS OWN SHARES**

Under special business, Shareholders are being asked to give PAC, 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 PAC's annual general meeting in 2015 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 PAC'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 PAC'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 greater of (i) 105% of the average market price of such share 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.

4. **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 9.00 a.m. on 20 August 2014. The appointment of a proxy will not preclude you from attending and voting at the Annual General Meeting should you so wish.

5. **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.

**PART II – EXTRAORDINARY GENERAL MEETING**

6. **INTRODUCTION**

In its audit opinion dated 27 June 2014 (included in the 2013 Annual Report), Grant Thornton noted that the net assets of PAC, as shown in its balance sheet, were less than half the amount of its called up share capital. Grant Thornton also noted that, in its professional opinion, on that basis, there did exist at 31 December 2013 a financial situation under which Section 40(1) of the Companies (Amendment) Act 1983 may require the convening of an Extraordinary General Meeting of PAC (the "Section 40 Matter").

A notice convening an Extraordinary General Meeting of PAC to be held at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland on 22 August 2014 immediately after the AGM is set out at page 11 of this Circular (the "Notice of Extraordinary General Meeting"). At the Extraordinary General Meeting, PAC's members may consider whether any and, if so, what measures should be taken to deal with the Section 40 Matter.

7. **ACTION TO BE TAKEN**

A Form of Proxy for use at the EGM 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 9.30 a.m. on 20 August 2014. The appointment of a proxy will not preclude you from attending the EGM should you so wish.

Yours sincerely,

Dermot Martin  
*Executive Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

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### Prime Active Capital plc

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

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Prime Active Capital plc (öPACö) will be held at Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland at 9.00 a.m. on 22 August 2014 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 2013 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 2014. (**Resolution 2**)
3. To re-elect Dermot Martin as director, who retires and, being eligible, offers himself for re-election. (**Resolution 3**)

As a special resolution:

4. That PAC and/or any subsidiary be and are hereby generally authorised to make market purchases (as defined in Section 212 of the Companies Act 1990) of ordinary shares of PAC 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 PAC).
  - (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 öRelevant Shareö) 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 2003 (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).

- (d) The authority hereby granted shall expire at the close of business on the date of the Annual General Meeting of PAC in 2015 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. PAC 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 4**)

**BY ORDER OF THE BOARD**

Dermot Martin  
*Executive Chairman*

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

*Dated: 25 July 2014*

**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 9.00 a.m. on 20 August 2014.
3. PAC, 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 PAC as at 6.00 p.m. on 20 August 2014 (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.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **Prime Active Capital plc**

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

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Prime Active Capital plc (PACö) will be held at Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2, Ireland on 22 August 2014 immediately after the AGM to consider the item of business set out below:

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

In accordance with Section 40 of the Companies (Amendment) Act 1983, to consider whether any, and if so what, measures should be taken to deal with the situation which has arisen whereby PACö's net assets are less than half of PACö's called-up share capital.

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

Dermot Martin  
*Executive Chairman*

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

*Dated: 25 July 2014*

**Notes:**

1. Any member entitled to attend the meeting is entitled to appoint a proxy (who need not be a member of PAC) to attend and speak in his/her place. Completion of a form of proxy will not affect the right of a member to attend and speak 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 9.30 a.m. on 20 August 2014.