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If you have sold or transferred all of your ordinary shares in Primorus Investments PLC, please 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.

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PRIMORUS INVESTMENTS PLC

(incorporated and registered in England and Wales under number 3740688)

AUTHORITY TO ALLOT SHARES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

NOTICE OF GENERAL MEETING

Notice of a General Meeting of the Company to be held at 8th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW on 20 March 2017 at 11.00 a.m. is set out on page 3 of this document. A form of proxy is also attached at the end of this document for use at the Meeting. Forms of proxy should be completed and returned to the Company at Suite 3B, 38 Jermyn Street, London SW1Y 6DN as soon as possible and in any event so as to be received not later than 48 hours before the time fixed for the Meeting.

PRIMORUS INVESTMENTS PLC

(the "Company")

(incorporated and registered in England and Wales under number 3740688)

Directors:

Jeremy Taylor-Firth (*Non-Executive Chairman*)

Alastair Clayton (*Executive Director*)

Donald Strang (*Non-Executive Director*)

Registered office:

Suite 3B
38 Jermyn Street
London
SW1Y 6DN

3 March 2017

Dear Shareholder

AUTHORITY TO ALLOT SHARES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

NOTICE OF GENERAL MEETING

1 Background

As announced today, the Company has raised £237,000 by way of a placing (the "Placing") of 158 million new ordinary shares of 0.01 pence each (the "Placing Shares") at 0.15 pence per share.

The Placing Shares have been placed subject only to admission to trading on AIM (the "Admission"). Application has been made for Admission and it is expected that dealings in the Placing Shares will commence at 8.00 a.m. on 9 March 2017.

The Placing Shares will represent approximately 12.46% of the Company's enlarged issued share capital and the total number of shares in issue following completion of the Placing will be 1,268,548,934. The funds raised from the Placing will allow the Company to pursue further investment opportunities in accordance with its investing policy.

The Placing will utilise nearly all of the Directors' current authorities to issue new ordinary shares free of pre-emption rights and accordingly they are seeking shareholders' authority to issue up to a further 3,000,000,000 shares in order to facilitate a further placing as well as providing additional headroom for the future issue of further new ordinary shares. If such authority were to be granted, the 3,000,000,000 shares would represent approximately 236% of the enlarged issued share capital following the Placing. The Directors wish to undertake a further placing and, while there can be no certainty that such a placing will succeed, believe that investor interest exists for a placing of up to £4,000,000, with the proceeds being to allow the Company to pursue further investment opportunities in accordance with its investing policy.

2 Resolutions

You will find enclosed with this letter a Notice of the General Meeting, which is proposed to be held at 8th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW at 11.00 a.m. on 20 March 2017 (the "Meeting"). The resolutions to be considered at the Meeting are explained below.

Resolution 1 – Authority of Directors to allot shares

This is an Ordinary Resolution granting general authority to the directors to allot new ordinary shares up to an aggregate nominal amount of £300,000. The authority will expire on the date of the next annual general meeting of the Company.

Resolution 2 – Dis-application of pre-emption rights

This is a Special Resolution authorising the directors to allot ordinary shares for cash up to the thresholds described in Resolution 1 on a non pre-emptive basis pursuant to the authority conferred by Resolution 1 above. This will allow the board to allot shares without recourse to the shareholders so that it can issue shares for cash, grant options and allot shares to directors, employees and consultants pursuant to share option and incentives plans of the Company and move quickly from time to time as it deems appropriate. If the authority is granted, it would only be exercised if the Directors believe that to do so would be in the best interest of the shareholders as a whole. This authority will expire at the commencement of the next annual general meeting.

3 Form of Proxy

A form of proxy for use at the Meeting is enclosed. Whether or not you intend to be present at the meeting, the form of proxy should be completed and returned in accordance with the instructions thereon so as to arrive at the Company's registered office address at Suite 3B, 38 Jermyn Street, London SW1Y 6DN as soon as possible and in any event not later than 48 hours before the time of the meeting, being 11.00 a.m. on 18 March 2017. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting should you so wish.

4 Recommendation

The Board believes the proposed resolutions to be in the best interests of the Company and its members as a whole and we unanimously recommend that you vote in favour of all the proposed resolutions as the directors intend to do in respect of each of their own holdings in the Company.

Yours faithfully

Jeremy Taylor-Firth
Non-Executive Chairman

PRIMORUS INVESTMENTS PLC

(incorporated and registered in England and Wales under number 3740688)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Primorus Investments PLC (the “**Company**”) will be held at 8th Floor, The Broadgate Tower, 20 Primrose Street, London EC2A 2EW on 20 March 2017 at 11.00 a.m. for the purposes of considering and, if thought fit, to pass the following resolutions, of which Resolution 1 is proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

- 1 That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”) to allot equity securities (as defined by section 560 of the CA 2006) up to an aggregate nominal amount of £300,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next annual general meeting of the Company save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require shares to be allotted or equity securities to be granted after such expiry and the Directors may allot shares or grant equity securities pursuant to such offer(s) or agreement(s) as if this authority had not expired.

SPECIAL RESOLUTION

- 2 That subject to and conditional on the passing of resolution 1 above, the Directors be empowered, pursuant to section 570 of the CA 2006, to allot equity securities (within the meaning of section 560 of the CA 2006) for cash pursuant to the authority conferred by resolution 1 or by way of a sale of treasury shares, 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 equity securities to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares, fractional entitlements or legal or practical issues arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or any other matter.; and
- (b) otherwise pursuant to paragraph (a) above, up to an aggregate nominal amount of £300,000,

and that this authority shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make offer(s) or agreement(s) 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(s) or agreement(s) as if this power had not expired.

By Order of the Board

Donald Strang
Secretary

Dated: 3 March 2017

Registered office:

Suite 3b
38 Jermyn Street
London SW1Y 6DN

Registered in England and Wales with number 3740688

Notes:

- (1) A member entitled to attend, speak and vote is entitled to appoint a proxy to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
- (2) A member must be registered as the holder of ordinary shares by 6.00 p.m. on 17 March 2017 in order to be entitled to vote at the meeting as a member in respect of those shares.
- (3) Forms of proxy, together with any power of attorney under which it is executed or a notarially certified copy thereof, must be completed and, to be valid must reach the Company at Suite 3B, 38 Jermyn Street, London SW1Y 6DN by 11.00 a.m. on 18 March 2017. Your attention is drawn to the other notes on the proxy form.
- (4) If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorised.
- (5) The appointment of a proxy does not preclude a member from attending and voting at the meeting.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other registered holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- (7) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 only those shareholders on the Register of Shareholders at 6.00 p.m. on 17 March 2017 shall be entitled to attend, speak and vote at the meeting in respect of the number of shares registered in their names at that time. If the meeting is adjourned by more than 48 hours, then to be so entitled, shareholders must be entered on the Company's Register of Shareholders 48 hours before the time appointed for holding the adjourned meeting or if the Company gives notice of the adjourned meeting, at the time specified in that notice.
- (8) 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 any one share. To appoint more than one proxy, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.