



**Iofina plc**  
Registered office:  
70 Chancery Lane  
London WC2A 1AF

*Registered in England and Wales  
with registered number 5393357*

**15 May 2014**

Dear Shareholder

## **Notice of Annual General Meeting**

### **1. Introduction**

I am pleased to enclose details of the 2014 annual general meeting (the "**AGM**") of Iofina plc (the "**Company**") which will be held at the Hallam Conference Centre (Council Chamber), 44 Hallam Street, London W1W 6JJ on 10 June 2014 at 10.30 a.m.

This is the eighth AGM that the Company has held and details of the matters for consideration at the AGM are set out below.

In addition to the ordinary business which the Company is required to attend to pursuant to its articles of association, Shareholders are also being asked to:

- (a) renew the authority of the directors of the Company (the "**Directors**" or the "**Board**") to allot shares;
- (b) enable the Directors to allot a limited number of shares for cash without first offering them to existing shareholders; and
- (c) authorise the Company to purchase its own shares.

Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 and 11 will be proposed as special resolutions.

### **2. Matters for consideration at the AGM**

#### ***Ordinary Business***

<b>Resolution 1</b>	<b>To receive the report of the Directors and the accounts for the period ended 31 December 2013 together with the auditors' report</b>
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The Company is required by law to lay its annual accounts and reports before a general meeting of the Company, together with the Directors' report and auditors' report on the accounts and the Directors' report. At the AGM, the Directors will present these documents to the shareholders for the financial year ended 31 December 2013. A copy of the Directors' report and annual accounts, together with the auditors' report on the accounts and the Directors' report, is enclosed with this letter.

Following the recommendations of the UK Corporate Governance Code and in accordance with the Company's articles of association ("**Articles**"), the following Directors will offer themselves for re-election or appointment (as the case may be).

**Resolution 2                      Re-appointment of director**

This resolution concerns the re-appointment of Jeffrey P. Ploen as a director of the Company. Mr Ploen is required by the Articles to offer himself for re-appointment at the forthcoming AGM.

Mr Ploen is the interim Chief Executive Officer of the Company, chairman of the Remuneration Committee and a member of the Audit Committee.

**Resolution 3                      Re-election of director**

This resolution concerns the re-election of Lance J. Baller as a director of the Company. Mr Baller was appointed as Non-Executive Chairman of the Board on 10 April 2014, and is required by the Articles to offer himself for re-election at the forthcoming AGM, being the first such meeting following his appointment.

The biography of Mr Baller is set out on page 9 of the report and accounts for the year ended 31 December 2013.

**Resolution 4                      Re-election of director**

This resolution concerns the re-election of Dr William D. Bellamy as a director of the Company. Dr Bellamy was appointed as Non-Executive Director on 20 March 2014, and is required by the Articles to offer himself for re-election at the forthcoming AGM, being the first such meeting following his appointment.

The biography of Dr Bellamy is set out on page 10 of the report and accounts for the year ended 31 December 2013.

**Resolution 5                      Appointment of director**

This resolution concerns the appointment of Dr Thomas M. Becker as an executive director of the Company.

The biography of Dr Becker can be found at <http://iofina.com/about/management-team>.

**Resolution 6                      Appointment of director**

This resolution concerns the appointment of Michael Coddington as an executive director of the Company.

The biography of Mr Coddington can be found at <http://iofina.com/about/management-team>.

**Resolutions 7 and 8              To re-appoint Baker Tilly UK Audit LLP as auditors of the Company and to authorise the Directors to fix the remuneration of the auditors**

Resolution 7 concerns the re-appointment of Baker Tilly UK Audit LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid, that is, the next Annual General Meeting.

Resolution 8 authorises the director to fix the auditors' remuneration.

**Special Business**

**Resolution 9                      Directors' power to allot shares**

Section 551 of the Companies Act 2006 (the "Act") stipulates that directors cannot allot shares or rights to subscribe for shares in a company (other than the shares allotted in accordance with an employees' share scheme) unless they are authorised to do so by its shareholders in general meeting. The Directors' current authority to allot shares was granted at last year's annual general meeting and is due to expire at the conclusion of the Meeting. Resolution 9, which is proposed as

an ordinary resolution, seeks new authority from shareholders (to the exclusion of the previous general authority granted at last year's annual general meeting) for the Directors to allot relevant securities up to an aggregate nominal value of £424,281. This general authority equates to approximately one third of the nominal value of the issued share capital of the Company. In addition, in accordance with guidelines issued by the Association of British Insurers, Resolution 9 grants the Directors authority to allot further equity securities up to an aggregate nominal value of £424,281, representing approximately one third of the nominal value of the issued ordinary share capital of the Company. This additional authority may only be applied to fully pre-emptive rights issues.

The Directors do not have any present intentions of exercising these authorities, but they consider it desirable that the specified amount of unissued share capital is available for issue so that they can more readily take advantage of possible opportunities. Unless renewed, revoked, varied or extended, these authorities will expire at the conclusion of the next annual general meeting of the Company.

**Resolution 10 Directors' authority to issue shares for cash**

Resolution 10, which is proposed as a special resolution, authorises the Directors in certain circumstances to allot equity securities for cash other than in accordance with statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings). The relevant circumstances are either where (i) the allotment takes place in connection with a rights issue or (ii) the allotment is limited to a maximum nominal amount of £254,568, (equating to 25,456,880 ordinary shares of 1p each), representing approximately 20% of the nominal value of the issued ordinary share capital of the Company in each case. Unless renewed, revoked, varied or extended, this authority will expire at the conclusion of the next annual general meeting of the Company. Resolution 10 will also give the Directors power to sell Ordinary Shares held in treasury on a non pre-emptive basis, subject always to the limitations noted above. The Directors consider that the power proposed to be granted by Resolution 10 is necessary to retain flexibility, although they do not have any intention at the present time of exercising such power.

**Resolution 11 Authority to purchase shares (market purchases)**

Under Resolution 11, which is proposed as a special resolution, the Company will seek to renew the current limited authority to make purchases in the market of its own Ordinary Shares subject to specified limits, including the minimum and maximum prices which may be paid. The maximum number of Ordinary Shares which the Company may purchase pursuant to this authority is limited to 12,728,398 Ordinary Shares representing approximately 10% of the issued share capital of the Company.

In seeking this authority the Board is not indicating any commitment to buy back Ordinary Shares. The Board will only exercise the authority if, in the light of market conditions prevailing at the time, it considers that the purchases of Ordinary Shares can be expected to result in an increase in earnings per share and be in the best interests of shareholders generally. The Directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company's capital reserves. In the event of any purchase under this authority, the Directors would either hold the purchased Ordinary Shares in treasury or cancel them. The authority will expire at the conclusion of the next annual general meeting of the Company.

**3. Action to be taken**

**Whether or not you intend to attend the AGM, please complete and return the accompanying Form of Proxy to the Company's registrars, Capita Registrars, at The Registry, PXS, 34 Beckenham Road, Kent BR3 4TU so as to be received no later than 10.30 a.m. on 6 June 2014. By doing so, you will not preclude yourself from attending and voting in person at the Meeting.**

**4. Recommendation**

**Your Board considers each of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously**

recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial shareholdings amounting to 13,821,600 Ordinary Shares representing approximately 10.9 per cent. of the issued share capital of the Company.

Yours faithfully

Lance J. Baller  
**Chairman**

Iofina plc

**Notice of Annual General Meeting**

Notice is hereby given that the eighth annual general meeting (the "**AGM**") of Iofina plc (the "**Company**") will be held at the Hallam Conference Centre (Council Chamber), 44 Hallam Street, London W1W 6JJ on 10 June 2014 at 10.30 a.m. for the following purposes:

**Ordinary Business**

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

1. **Report and accounts**

To receive the audited accounts of the Company for the year ended 31 December 2013, together with the directors' report and the auditors' report on those accounts.

2. **Re-appointment of director**

To re-appoint Jeffrey P. Ploen as a director.

3. **Re-election of director**

To re-elect Lance J. Baller as a director.

4. **Re-election of director**

To re-elect Dr. William D. Bellamy as a director.

5. **Appointment of director**

To appoint Dr. Thomas M. Becker as a director.

6. **Appointment of director**

To appoint Michael Coddington as a director.

7. **Re-appointment of auditors**

To re-appoint Baker Tilly UK Audit LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

8. **Auditors' remuneration**

To authorise the directors to determine the remuneration of the auditors.

## Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 9 will be proposed as an ordinary resolution and resolutions 10 and 11 will be proposed as special resolutions:

### 9. **Directors' authority to allot shares**

That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**"):

- (a) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £424,281 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £424,281); and further
- (b) to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £848,562 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue:
  - (i) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
  - (ii) to holders of any other equity securities as required by the 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 treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that, unless previously revoked, varied or extended, this authority shall expire on the conclusion of the next Annual General Meeting of the Company, except that the Company may at any time 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 an offer or agreement as if this authority had not expired.

### 10. **Directors' power to issue shares for cash**

That the directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 9 above, and/or by way of a sale of treasury shares for cash (by virtue of

Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment provided that:

- (a) the power conferred by this resolution shall be limited to:
  - (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 9, by way of a rights issue only):
    - (A) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
    - (B) to holders of any other equity securities as required by the 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 treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
  - (ii) in the case of the authority granted under paragraph (a) of resolution 9 and/or in the case of any sale of treasury shares for cash, the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities or sale of treasury shares up to an aggregate nominal value equal of £254,568; and
- (b) unless previously revoked, varied or extended, this power shall expire on the conclusion of the next Annual General Meeting of the Company except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

11. **Authority to purchase shares (market purchases)**

That the Company be and is hereby unconditionally and generally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 1 pence each ("**Ordinary Shares**") provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 12,728,398;
- (b) the minimum price which may be paid for any such Ordinary Share is 1 pence;
- (c) the maximum price which may be paid for an Ordinary Share shall be an amount equal to 105% of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five

business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

- (d) this authority shall, unless previously renewed, revoked or varied, expire on the conclusion of the next Annual General Meeting, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

Dated: 13 May 2014

Registered office:  
70 Chancery Lane  
London WC2A 1AF

By order of the Board:

Simon W. Holden  
*Company Secretary*

Notes:

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the AGM in order to represent his appointor. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy is enclosed. The notes to the form of proxy include instructions on how to appoint the Chairman of the AGM or another person as proxy and how to appoint a proxy electronically or by using the CREST proxy appointment service. To be effective the form must reach the Company's registrars, Capita Registrars, at The Registry, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 10.30 a.m. on 8 June 2014.
2. Copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the non-executive directors are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 10.15 a.m. on the day of the AGM until its conclusion.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those persons registered in the register of members of the Company at 6.00 p.m. on 8 June 2014 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
4. Please note that communications regarding the matters set out in this notice of Annual General Meeting will not be accepted in electronic form other than as specified in the enclosed form of proxy.
5. As at close of business on 12 May 2014 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 127,284,398 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 12 May 2014 are 127,284,398.



**Iofina plc**

**Form of Proxy**

Form of proxy for use at the seventh annual general meeting of Iofina plc (the "**Company**") to be held at the Hallam Conference Centre (Council Chamber), 44 Hallam Street, London W1W 6JJ on 10 June 2014 at 10.30 a.m. ("**AGM**" or "**Meeting**").

I/We.....

of .....

being a member/members of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting (*Note 1*)

..... as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the AGM and at any adjournment thereof in relation to the resolutions specified in the notice of AGM dated 13 May 2014 (the "**Resolutions**") and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Meeting or any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the Resolutions (*Note 2*):

<b>ORDINARY BUSINESS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b> ( <i>Note 2</i> )	<b>DISCRETIONARY</b> ( <i>Note 2</i> )
1. To receive the report and accounts for the year ended 31 December 2013 ( <i>ordinary resolution</i> )				
2. To re-appoint Jeffrey P. Ploen as a director ( <i>ordinary resolution</i> )				
3. To re-elect Lance J. Baller as a director ( <i>ordinary resolution</i> )				
4. To re-elect Dr. William D. Bellamy as a director ( <i>ordinary resolution</i> )				
5. To appoint Dr. Thomas M. Becker as a director ( <i>ordinary resolution</i> )				
6. To appoint Michael Coddington as a director ( <i>ordinary resolution</i> )				

7.	To re-appoint Baker Tilly UK Audit LLP as auditors ( <i>ordinary resolution</i> )				
8.	To authorise the directors to fix the remuneration of the auditors ( <i>ordinary resolution</i> )				
<b>SPECIAL BUSINESS</b>					
9.	To authorise the directors to allot relevant securities ( <i>ordinary resolution</i> )				
10.	To enable the directors to allot shares for cash without first offering them to existing shareholders ( <i>special resolution</i> )				
11.	To authorise the Company to purchase its own shares ( <i>special resolution</i> )				

(Note 3)

Number of shares: .....

This proxy appointment is one of a multiple proxy appointment (Note 4)

Member's full name IN BLOCK CAPITALS:

.....

Signed .....

Dated .....2014

**Notes:**

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy (who need not be a member of the Company but must attend the AGM in order to represent his appointor) should insert that person's name in the space provided in substitution for the reference to "*the Chairman of the Meeting*" (and delete that reference) and initial the alteration.
2. Please indicate by inserting an "X" in the appropriate box how you wish your vote to be cast on the Resolutions. If you mark the box "vote withheld", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you mark the box "discretionary" or fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.
3. If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from Capita Registrars on 0871 664 0300 (calls cost 10p per minute plus network extras) or on +44 (0) 20 8639 3399 if calling from outside the UK, or you may photocopy this form. Lines are open between 8.30 a.m. and 5.30 p.m. Monday to Friday (excluding bank holidays). If you appoint multiple proxies, please indicate above your signature, the number and class of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to Capita, the Company's registrars, together in the same envelope. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
5. To be valid, this form of proxy together with any power of attorney or other authority under which it is signed or a notarial certified copy of such power or authority must be received by post or (during normal business hours) by hand at the offices of the Company's registrars, Capita Registrars at The Registry, PXS, 34 Beckenham Road, Kent BR3 4TU by 10.30 a.m on 8 June 2014.
6. The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but, if he or she does so, this proxy appointment will terminate automatically.
7. An individual member or his attorney must sign this form of proxy. If the member is a company, this form of proxy must be executed under the common seal or signed on its behalf by an officer or attorney of the company.
8. In the case of joint holders, the proxy appointment of the most senior holder will be accepted to the exclusion of any appointments by the other joint holders. For this purpose, seniority is determined by the order in which the names are stated in the register of members of the Company in respect of the joint holding.
9. A member wishing to change his or her proxy instructions should submit a new proxy appointment using the methods set out, and by the time limit specified, in note 5 above. Any change to proxy instructions received after that time will be disregarded. Subject to

note 4, if a member submits more than one valid proxy appointment, the appointment received last before the time limit in note 5 will take precedence.

10. A member wishing to revoke his or her proxy appointment should do so by sending a notice to that effect to the Company's registrars to the address set out in note 5. The revocation notice must be received by the Company's registrars by the time limit set out in note 5. Any revocation notice received after this time will not have effect.
11. CREST members who wish to appoint a proxy or proxies by utilising the proxy appointment service may do so for the Meeting (and any adjournment thereof) by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment or to an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by Capita Registrars (CREST ID RA10) by the last time(s) for receipt of proxy appointments specified in note 5 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.