



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

*If you have sold or transferred all of your ordinary shares in Treatt plc, you should pass this document, together with the accompanying form of proxy, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.*

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## **TREATT PLC**

Extraordinary General Meeting to confirm the reappointment  
of Tim Jones as a Director of Treatt plc

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Notice of an Extraordinary General Meeting which has been convened for 28 March 2013 at 10.30am at the offices of Treatt plc, Northern Way, Bury St. Edmunds, Suffolk IP32 6NL is set out at the end of this circular.

To be valid, forms of proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 10.30am on 26 March 2013.

**You are strongly recommended to complete the enclosed form of proxy and post it as soon as possible even if you intend to attend the Extraordinary General Meeting in person.**

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## LETTER FROM THE BOARD

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**TREATT  
PLC**  
*(Registered in England No. 1568937)*

Directors:

Tim Jones (Chairman)  
Daemmon Reeve (Chief Executive Officer)  
Richard Hope (Finance Director)  
Anita Haines (Human Resources Director)  
Ian Neil (Non-executive Director)  
David Johnston (Non-executive Director)  
Jeff Iliffe (Non-executive Director)

Registered Office:  
Northern Way  
Bury St Edmunds  
Suffolk  
IP32 6NL

4 March 2013

Dear Shareholder

### **Reappointment of Tim Jones as a Director**

#### **Reason for the EGM**

On 26 February 2013 the Company announced that a number of resolutions proposed at the Company's AGM had not been approved by those shareholders who had voted in person or by proxy. One of the resolutions that was not approved was the re-election of the Chairman, Tim Jones, as a Director of the Company. The Board also announced that it had used the powers under the Company's Articles of Association to reappoint Tim Jones as a Director of the Company and that it would be convening an EGM to approve that decision.

The purpose of this letter is to explain why the Board has reappointed Tim Jones and to recommend that you vote in favour of the resolution to approve the decision to reappoint him at the EGM of the Company that has been convened at 10.30am on 28 March 2013, notice of which is set out on page 4 of this document.

#### **Voting at the Annual General Meeting**

Tim Jones was appointed Non-executive Director and Chairman following the Company's AGM on 27 February 2012. Pursuant to the Company's Articles of Association, a resolution was put to the AGM on 25 February 2013 for his re-election as a Director. A total of 5,970,463 shares voted on the resolution to re-elect Tim Jones: 2,983,465 shares voted in favour; and 2,986,998 voted against and the resolution failed to be passed by 3,533 votes (0.03% of those shares that voted); 31,823 shares withheld their votes.

Of the 2,986,998 shares voted against the re-election of Tim Jones, 2,972,991 shares are owned by Hugo Bovill (the ex Chief Executive of the Company), his brother Giles Bovill, their family trusts and certain members of their families (the Bovill Family).

#### **Reasons for the reappointment of Tim Jones**

Tim Jones was appointed Chairman in February 2012 and has overseen substantial and positive changes at Treatt whilst retaining the values and focus of an established firm with a long and proud history. In August 2012 the Board appointed Daemmon Reeve as CEO to replace Hugo Bovill and adopted a new strategy which it hopes will strengthen the business and increase profitability. The Board updated shareholders in February that there are early signs that this strategy is beginning to have a positive impact on the business. More generally, under the Chairmanship of Tim Jones, the Board has benefitted from an increased focus on corporate governance, has brought in another experienced Non-executive Director and now has the range of skills needed to drive the Company forward. The Directors are united around a common goal of delivering returns for shareholders and creating value for all the Company's stakeholders.

**PLEASE COMPLETE AND RETURN THE ENCLOSED FORM OF PROXY**

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## LETTER FROM THE BOARD

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The Board considers that many shareholders may have believed that, as is normal, all the AGM resolutions would be approved and there was no particular importance as to whether they did or did not vote. Accordingly a number of shareholders who did not vote either in person or by proxy may have wished to vote had they been aware of the significance of the resolution to the composition of the Board. Shareholders with shares representing 41.61% of the shares that were eligible to vote did not vote either in person or by proxy.

The Board met after the AGM (Tim Jones was not present) and after due consideration unanimously resolved to reappoint him as a Director pursuant to the authority within the Articles of Association. This decision took into account that a large number of shareholders did not vote and the extremely small margin by which the resolution failed. Although any person appointed as a Director by the Board in accordance with the Company's Articles of Association would ordinarily retire from office and be put forward for re-election at the next AGM, the Board considers that, in the present circumstances, it is appropriate that shareholders be given the opportunity now to approve the Board's decision. Accordingly, the Board has convened the EGM to approve their decision to reappoint Tim Jones. If the resolution is not passed then Tim Jones will step down from the Board and the Board will begin the process to identify and appoint an alternative Chairman.

### **Action to be taken**

Shareholders will find enclosed with this document a form of proxy for use at the EGM. **Whether or not shareholders intend to be present at the EGM, they are requested to complete and return the forms of proxy, in accordance with the instructions printed thereon, as soon as possible** and in any event so as to be received by Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 10.30 am on 26 March 2013. Completion and return of the form of proxy will not prevent shareholders from attending the EGM and voting in person should they wish to do so.

### **Recommendation**

The Board (other than Tim Jones) unanimously voted to reappoint Tim so that he can continue as Chairman to support and encourage the Company's growth strategy and believe that shareholders should support their decision to reappoint him as a Director of the Company.

The Board considers that the reappointment of Tim Jones as a Director is in the best interests of the Company and its shareholders, and unanimously recommends shareholders to vote in favour of the resolution to be proposed at the EGM, as they intend to do in respect of their own beneficial holdings.

Yours sincerely

**Daemmon Reeve**  
*Chief Executive Officer*

**PLEASE COMPLETE AND RETURN THE ENCLOSED FORM OF PROXY**

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**TREATT  
PLC**  
*(Registered in England No. 1568937)*

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Treatt plc (the "Company") will be held at Treatt plc, Northern Way, Bury St. Edmunds, Suffolk, IP32 6NL on 28 March 2013, at 10.30am for the purpose of considering and, if thought fit, passing the following Ordinary Resolution:

**To approve the reappointment of Tim Jones as a Director of the Company**

By order of the Board

Anita Steer  
Secretary

4 March 2013

Registered Office:  
Northern Way  
Bury St Edmunds  
Suffolk  
IP32 6NL

The note on voting procedures and general rights of shareholders form part of this notice.

**NOTE ON VOTING PROCEDURES AND GENERAL RIGHTS OF SHAREHOLDERS:**

Only those persons entered in the Register of Members of the Company (the Register) as at 6.00pm on 26 March 2013 (the Record Date) shall be entitled to attend or vote at the EGM in respect of the number of ordinary shares in the capital of the Company registered in their names at that time. Should the EGM be adjourned for a period longer than 48 hours members must have been entered on the Register by 6.00pm two days prior to the adjourned EGM or, if the Company gives notice of the adjourned EGM, at the time specified in such notice.

Voting at the meeting will be conducted by poll rather than on a show of hands, which the Board believes provides a more accurate reflection of shareholder views and takes into account the number of shares held by each member.

A member entitled to attend and vote at this meeting may appoint a proxy or proxies to attend and vote instead of him or her. The proxy need not be a member of the Company. A form of proxy is provided with this notice and instructions for use are shown on the form. Instruments appointing proxies must be lodged with the Company's registrars not less than 48 hours before the time fixed for the meeting to be effective. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment of the meeting.

An abstention option is provided on the form of proxy to enable you to instruct your proxy to abstain on any particular resolution, however, it should be noted that an abstention in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the EGM to be held on 28 March 2013 and any adjournment(s) of the meeting by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent, CAPITA Registrars (ID: RA10) by 10.00 am on 26 March 2013. See the notes to the accompanying form of proxy for further information on proxy appointment through CREST.

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the EGM. In accordance with the provisions of the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.

Pursuant to Section 319A of the Companies Act 2006, the Company must cause to be answered at the EGM any question relating to the business being dealt with at the EGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.

In accordance with Section 311A of the Companies Act 2006, the contents of this notice of meeting details the total number of shares in respect of which members are entitled to exercise voting rights at the EGM and the total voting rights members are entitled to exercise at the EGM will be available on the Company's website [www.Treatt.com](http://www.Treatt.com).

As at 4 March 2013 the Company's issued share capital consists of 10,481,034 ordinary shares, the total number of voting rights in the Company as at that date is 10,224,726.

**PLEASE COMPLETE AND RETURN THE ENCLOSED FORM OF PROXY**