

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF SHAREHOLDERS. IF SHAREHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN PROFESSIONAL ADVISERS AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 IMMEDIATELY.

If you have sold or otherwise transferred all of your ordinary shares of 0.1p each in Welney PLC ("the Company"), please send this document, together with 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 only part of your holding of ordinary shares of 0.1p of Welney PLC, please contact your stockbroker, bank or other agent through whom the sale was effected immediately.

WELNEY PLC (THE "COMPANY")

(Incorporated in England and Wales under the Companies Act 2006 with Registered Number 05840813)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held at Manor of Groves Hotel, Golf & Country Club, High Wych, Sawbridgeworth, Hertfordshire, CM21 0JU on 8 February 2017 at 10:30 a.m for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution:

ORDINARY BUSINESS

1. To elect Mark Jackson as a director of the Company.

Date: 13th January 2017

By Order of the Board

Registered Office:

2nd Flr, Cambridge House,
Cambridge Road, Harlow,
CM20 2EQ, United Kingdom

.....
Director

APPENDIX

DIRECTOR BIOGRAPHY

Mark Jackson, aged 53

Mark Jackson has been a chartered accountant for over 20 years, and now runs his own audit and accountancy practice in Hull, advising clients on business and taxation issues.

He is a director of Hellenic Capital PLC, Ventura Finance Limited, Quetzal Securities Limited, Quetzal Capital Limited, Humberside Accountancy Courses Limited and Small Company Reporting Limited. He was previously a director of Lombard Capital PLC.

Notes:

1. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the number of votes that may be cast), shareholders must be entered in the register of members of the Company at 10:30 a.m. on 6 February 2017 (or, in the event of any adjournment, at 10:30 a.m. on the day which is two days before the date fixed for the adjourned meeting). Changes to the register of members after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member entitled to attend the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A proxy need not be a member of the Company. Appointing a proxy will not prevent a member from attending and voting at the meeting in person.
3. A form of proxy for use in relation to the meeting is enclosed. To be valid, the form of proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such power or authority) must be deposited with the company secretary not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
4. As at 4 January 2017 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital consisted of 1,545,511,405 ordinary shares of 0.1p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company was as at 4 January 2017.

Explanatory notes to the Notice of General Meeting:

Resolution 1 – Appointment of director

Biographical details of Mark Jackson can be found in the Appendix to the Notice.

**FORM OF PROXY
WELNEY PLC**

For use at the General Meeting to be held at Manor of Groves Hotel, Golf & Country Club, High Wych, Sawbridgeworth, Hertfordshire, CM21 0JU at 10:30 a.m. on 8 February 2017.

I/We
(name in full in block capitals)
of
(full postal address in block capitals)
.....

being (a) member(s) of Welney Plc (the "Company") hereby appoint the chairman of the meeting
(See note 3 below)

.....
as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company at 10:30 a.m. on 8 February 2017 and at any adjournment of the meeting. This form of proxy relates to the resolutions referred to below and to any other business transacted at the meeting.

I/We instruct my/our proxy to vote as follows:

Resolution	For	Against	Abstain
To elect Mark Jackson as Director of the Company			

Please indicate how you wish your proxy to vote by inserting "X" in the appropriate box. If no indication is given, your proxy will be deemed to have the authority to vote or abstain at his/her discretion on the resolution above and on any other business transacted at the meeting.

Dated.....2017 Signature

NOTES

1. To be valid this form, together with any power of attorney or other written authority under which it is signed, or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority must be completed, signed and deposited at Share Registrars offices, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR, or sent by e-mail proxies@shareregistrars.uk.com or fax 01252 719232, by no later than 48 hours (not including non-working days) before the time appointed for the holding of the meeting or adjourned meeting.
2. A corporation must execute this form either under its common seal or under the hand of two directors or one director and the secretary or under the hand of an officer or attorney duly authorised in writing.
3. The appointment of the Chairman as proxy has been included for convenience. If you wish to appoint any other person as proxy delete the words "the chairman of the meeting" and add the name and address of the proxy appointed. A proxy need not be a member of the Company. If you complete the proxy form but do not delete the words "the chairman of the meeting" and you do not appoint a proxy, the chairman shall be entitled to vote as proxy.
4. Any alteration to this form must be initialled.
5. Returning the form of proxy will not prevent you from attending the meeting and voting in person.