

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have recently sold or transferred all your shares in EVR Holdings plc (the “Company”), please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

EVR Holdings plc
Third Floor
Camden Wharf
28 Jamestown Road
London
NW1 7BY

Incorporated in England and Wales, number 5628362

30 May 2017

Dear shareholder

Annual General Meeting

I am writing to you regarding the Company’s annual general meeting (“AGM”) which will be held on 22 June 2017. Details of the time and venue of the meeting are set out in the notice convening the AGM at the end of this document.

The resolutions to be proposed at the AGM are summarised below.

Resolution 1: Report and Accounts

The report and accounts for the year ended 31 December 2016 are enclosed. The directors of the Company (the “Directors”) must present their report and the annual accounts to the meeting. This gives shareholders the opportunity to ask questions on the content before voting on the resolution.

Resolutions 2 and 3: Appointment of Directors

The company’s articles of association (the “Articles”) require Directors to retire and submit themselves for re-election at the first annual general meeting following their appointment and for re-election at the third annual general meeting following their appointment. On 25 April 2017 Ian Hanson and Sebastian Theron were appointed by the board as directors of the Company. In accordance with the Articles, it is proposed that Ian Hanson and Sebastian Theron be re-elected by the shareholders as directors.

Resolution 4: Appointment of Auditors

An ordinary resolution will be proposed to appoint haysmacintyre as the Company’s auditors to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the members of the Company.

Resolution 5: Remuneration of the Auditors

An ordinary resolution will be proposed to authorise the Directors to determine the remuneration payable to the auditors.

Resolution 6: Directors' Authority to Allot Shares

This resolution seeks shareholder approval for the Directors to be authorised to allot shares. Under the provisions of section 551 of the Companies Act 2006 (the "Act"), the Directors are not permitted to allot shares unless authorised to do so by the shareholders. The Act provides for such authority to be granted either by the Company in general meeting or by the Articles and, in both cases, such authority must be renewed every five years. Notwithstanding the statutory provisions, in accordance with institutional best practice, it is the present intention of the Directors to seek a similar authority each year.

The Directors seek authority to allot shares in the capital of the company up to a maximum nominal amount of £5,754,755.08 (representing 60% of the issued share capital as at the date of this document). This will facilitate the raising of further funds and the making of investments and acquisitions in pursuit of the previously approved investing policy. This power will last until the conclusion of the next annual general meeting of the Company.

Resolution 7: Directors' Power to Disapply Pre-emption Rights

This resolution, which will be proposed as a special resolution, supplements the Directors' authority to allot shares in the Company proposed by resolution 6.

Section 561 of the Act requires a company proposing to allot equity securities (which includes selling shares held in treasury) to offer them first to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares, but do not include shares issued under employee share schemes. If resolution 7 is passed, the requirement imposed by section 561 of the Act will not apply to allotments by the Directors in two cases:

1. in connection with a rights (or similar) issue, where strict application of the principle in section 561 of the Act could (for example) either result in fractional entitlements to shares arising or require the issue of shares where this would be impractical because of local, legal or regulatory requirements in any given overseas jurisdiction; and
2. allotments of shares for cash up to a total nominal value of £ 2,877,377.54 (representing 30% of the issued share capital as at the date of this document). This gives the Directors flexibility to take advantage of business opportunities as they arise.

This authority will expire at the conclusion of the next annual general meeting except in so far as commitments to allot shares have been entered into before that date. It is the present intention of the Directors to seek a similar authority annually.

The Directors believe that this resolution together with resolution 7 will provide the Company with flexibility to take advantage of business opportunities that may arise.

Resolution 8: Amendment to EMI Plan

This resolution, which will be proposed as an ordinary resolution, approves an amendment to the Company's EMI share option plan (the "EMI Plan") by way of the adoption of the US Addendum to the EMI Plan in the form which will be presented by the chairman of the AGM and made available for inspection at the meeting.

Recommendation

The Directors consider that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings currently amounting to 46% of the issued ordinary shares of the Company as at the date of this document.

Yours faithfully

Sean Nicolson
Chairman

EVR HOLDINGS PLC

Notice is hereby given that the annual general meeting of EVR Holdings plc (the “Company”) will be held at the offices of Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT at 11.00 am on 22 June 2017 to consider and, if thought fit, pass the following resolutions as ordinary resolutions other than resolution 7 which will be proposed as a special resolution.

Ordinary Business

1. To receive the Company’s accounts for the financial year ended 31 December 2016 together with the directors’ report and the auditors’ report thereon.
2. To re-elect Ian Hanson as a director of the Company (“Director”).
3. To re-elect Sebastian Theron as a Director.
4. To appoint haysmacintyre as the auditors of the Company.
5. To authorise the Directors to agree the remuneration of the auditors of the Company.

Special Business

6. That the Directors be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £ 5,754,755.08 provided that:
 - 6.1 (except as provided in paragraph 6.2 below) this authority shall expire on the date of the next annual general meeting of the Company; and
 - 6.2 the Company may before such expiry make an offer or agreement which would or might require shares or equity securities, as the case may be, to be allotted or such rights granted after such expiry and the Directors may allot shares or equity securities or grant such rights, as the case may be, in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

All unexercised authorities previously granted to the Directors to allot shares or to grant rights to subscribe for or to convert any security into shares be and are hereby revoked.

7. That, subject to the passing of resolution 6 above, the Directors, pursuant to the general authority conferred on them, be empowered pursuant to section 570 of the Act to allot for cash, either pursuant to the authority so conferred or where the equity securities are held by the Company as treasury shares (within the meaning of section 724(5) of the Act), equity securities (within the meaning of section 560 of the Act) as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:-
 - 7.1 made in connection with an offer of securities, open for acceptance for a fixed period, by the Directors to holders of ordinary shares of the Company on the register on a fixed record date in proportion (as nearly as may be) to their then holdings of such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares or any legal or practical problems under the laws or requirements of any recognised regulatory body or any stock exchange in any overseas territory or in connection with fractional entitlements) or by virtue of shares being represented by depositary receipts or any other matter whatsoever; and/or
 - 7.2 wholly for cash (otherwise than pursuant to paragraph 7.1 above) up to an aggregate nominal value of £ 2,877,377.54,

and shall expire on the conclusion of the next annual general meeting of the Company but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

All unexercised authorities previously granted to the Directors under section 570 of the Act are hereby revoked.

8. That the Company's EMI share option plan in force at the date of this notice be amended by way of the adoption of the US Addendum in the form presented by the chairman to the meeting.

30 May 2017

By order of the board

Sebastian Theron
Secretary

Registered office
Third Floor
Camden Wharf
28 Jamestown Road
London
NW1 7BY

Registered in England and Wales, number 5628362

Notes

The following notes explain your general rights as a shareholder of the Company and your right to attend and vote at this meeting or to appoint someone else to vote on your behalf.

1. Only those members entered in the register of members of the Company as at 11:00 am on 20 June 2017 shall be entitled to attend and vote at the meeting convened above in respect of the number of shares registered in their names at that time. This time will still apply for the purpose of determining who is entitled to attend and vote if the annual general meeting is adjourned from its scheduled time by 48 hours or less. If the annual general meeting is adjourned for longer, members who wish to attend and vote must be on the Company's register of members by 48 hours before the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
2. A member entitled to attend and vote at the meeting convened by the above notice 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 a meeting of the Company. On a poll demanded, all of a member's voting rights may be exercised by one or more duly appointed proxies. Any such member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA. A proxy need not be a member of the Company. Appointing a proxy will not prevent a member from attending in person and voting at the meeting. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman of the meeting) and give your instructions directly to them. A proxy must vote in accordance with any instructions given by the appointing member.
3. A form of appointment of proxy is enclosed. To appoint a proxy using this form in hard copy form, this form must be completed and signed, sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. If you return more than one proxy appointment, either by hard copy form or by electronic form, that received last by the registrar before the latest time for the receipt of proxies will take precedence.
4. The form of proxy includes a vote withheld option. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against any particular resolution.
5. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated should be deposited with the company's registrar at the address shown on the proxy form not later than 11:00 am on 20 June 2017 or 48 hours before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.
6. In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

7. Copies of directors' service contracts and letters of appointment with the Company and the proposed US Addendum to the EMI Plan are available for inspection during normal business hours at the registered office of the Company on any business day and they may also be inspected at the offices of Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT from 11.00 am on the day of the meeting until the conclusion of the meeting.
8. Except as provided above, members who have general queries about the meeting should contact the company secretary in writing at the Company's registered office. No other methods of communication will be accepted.