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If you have sold or transferred all your Ordinary Shares you should send this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you have sold or transferred only part of your holding of Ordinary Shares in the Company, you should retain these documents, and consult the person through whom the sale was effected.

The distribution of this document in jurisdictions other than the UK may be restricted by law and, therefore, persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular this document should not be forwarded or transmitted into the United States, Canada, Australia, South Africa, Japan or any other jurisdictions where it would be illegal to do so. The Ordinary Shares have not been registered under the United States Securities Act 1933 (as amended) or under any of the relevant securities laws of any state of the United States or of Canada, Australia, South Africa or Japan. Accordingly, none of the Ordinary Shares may (unless an exemption under relevant securities law is applicable) be offered, sold, resold or delivered, directly or indirectly, in or into the United States, Canada, Australia, South Africa or Japan or for the account or benefit of any such person located in the United States, Canada, Australia, South Africa or Japan.

This document does not constitute a prospectus for the purpose of the Prospectus Rules of the FCA or an admission document for the purpose of the ISDX Rules for Companies. The Directors accept responsibility for the information contained in this document and to the best of their knowledge and belief (having taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The FCA has not itself examined or approved the contents of this document. ISDX is primarily for emerging or smaller companies to which a higher degree of investment risk tends to be attached than larger or more established companies. ISDX Growth Market Securities are not admitted to the Official List and the ISDX Growth Market Rules are less demanding than those of the Official List.

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## **Hellenic Capital PLC**

Incorporated in England and Wales under the Companies Act 1985 with company number 06474216

### **Proposals for Change of Name and**

### **Approval of new Investing Policy**

**and**

### **Notice of General Meeting**

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**Your attention is drawn to the letter from the Chairman of Hellenic Capital plc which is set out on page 5 of this document. Your Board recommends that you vote in favour of the resolutions to be proposed at the General Meeting referred to below. You should read all of this document.**

Notice of a General Meeting of Hellenic Capital plc to be held at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> floor, 60 Gracechurch Street, London, EC3V 0HR at 12 noon on 16 November 2016 is set out at the end of this document. A Form of Proxy for use at the General Meeting accompanies this document. Whether or not you propose to attend the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed on it to Share Registrars, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible and in any event no later than 48 hours before the time of the General Meeting or any adjourned meeting. Completion and return of the Form of Proxy will not prevent a Shareholder from attending and voting at the General Meeting.

Copies of this document will be available free of charge from the Company's registered office, 6<sup>th</sup> floor, 60 Gracechurch Street, London EC3V 0HR during normal business hours and a copy is available on the website of ISDX at [www.isdx.com](http://www.isdx.com).

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## DEFINITIONS

The following definitions apply throughout this Circular unless the context requires otherwise:

<b>“Act”</b>	the Companies Act 2006
<b>“Board” or “Directors”</b>	the Board of Directors of the Company
<b>“Circular”</b>	this document
<b>“Company” or “Hellenic”</b>	Hellenic Capital plc, company no 06474216
<b>“FCA”</b>	the Financial Conduct Authority of the United Kingdom
<b>“Form of Proxy”</b>	the form of proxy accompanying this document for use at the General Meeting
<b>“General Meeting”</b>	the general meeting of the Company convened by the Notice set out at the end of this Circular for 12 noon on 16 November 2016
<b>“Investing Policy”</b>	the proposed new investing policy of the Company as required by ISDX Rules and as set out in this Circular
<b>“ISDX”</b>	The ISDX Growth Market operated by the ICAP Securities & Derivatives Exchange
<b>“ISDX Rules”</b>	The ISDX Growth Market Rules for Issuers
<b>“Notice”</b>	the notice of the General Meeting set out at the end of this document
<b>“Ordinary Shares”</b>	the ordinary shares of 0.1p each in the capital of the Company
<b>“Proposal”</b>	the Proposal set out in this Circular for the adoption of the new Investing Policy
<b>“Resolutions”</b>	the resolutions set out in the Notice, to be proposed at the General Meeting
<b>“Shareholders”</b>	the registered holders of the Ordinary Shares

## **DIRECTORS, SECRETARY & ADVISERS**

### **Directors**

Mark Jackson - Chairman  
Gavin Burnell

### **Company Secretary**

Lorraine Young

### **Registered Office**

60 Gracechurch Street  
London  
EC3V 0HR

### **ISDX Adviser**

KBR  
1 Royal Exchange Avenue  
London  
EC3V 3LT

### **Registrars**

Share Registrars Limited  
The Courtyard  
17 West Street  
Farnham  
Surrey  
GU9 7DR

# Hellenic Capital PLC

Incorporated in England and Wales under the Companies Act 1985 with company number 06474216  
Registered office: 60 Gracechurch Street, London EC3V 0HR

## **Proposals for Change of Name & Approval of new Investing Policy**

and

## **Notice of General Meeting**

31 October 2016

Dear Shareholder,

### **Introduction**

I am writing to invite you to the General Meeting of the Company to be held at 12 noon on 16 November 2016, at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London, EC3V 0HR. The notice of the General Meeting is set out at the end of this document.

The Company has announced today that it intends to adopt a new Investment Policy. The purpose of this letter is to provide you with the background to this and to explain why the Directors consider that the change of Investment Policy is in the best interests of the Company.

### **Background**

The Company was originally established in January 2008 in order to invest in or acquire companies or assets in the technology and/or renewable energy sectors based in Greece.

The Directors have been evaluating the performance of the Company as an investment vehicle on ISDX. The current investment policy which has a narrow focus has not proven rewarding and it is considered that to raise further capital and make successful investments the policy should be changed.

### **New Investment Policy**

The proposed new Investment Policy will present a broader range of opportunities and draws upon the particular expertise of the Board. The Company will seek to invest in and/or to acquire companies and/or projects with potential for growth and value creation, over the medium to long term. The new Investment Policy will consider two sectors: the UK property investment, development and financing sector; and, the African natural resources sector. No investment will be made without full due diligence by the Board of Directors.

The Directors will focus on companies within the small cap equity market where they consider they have the ability to assist the management of these companies to achieve their commercial goals.

In addition to direct investment in equity in companies, the Company may take positions by way of convertible loan notes or bridging loans, where appropriate.

The Company's interest in a proposed investment and/or acquisition may range from a minority position to full ownership and may comprise one or more investments. The proposed investments may be in quoted or unquoted companies; be made by direct acquisitions or farm ins; and may be in companies, partnerships, earn-in joint ventures, debt or other loan structures, joint ventures or direct or indirect interests in assets or projects.

The Board may focus on investments where intrinsic value can be achieved from the restructuring of investments or merger of a complementary business. The Board expects that investments will typically be held for the medium to long term, although short term disposal of assets cannot be ruled out if there is an opportunity to generate an attractive return for Shareholders. The Board will place no restriction on the maximum or minimum term for which any investment may be held. The Company may be both an active and a passive investor depending on the nature of the individual opportunity.

The Board may make investments by way of cash and also by the issue of new Ordinary Shares.

The purpose of pursuing two distinct policies in different sectors and geographical areas is to generate a steady income flow from the property investments, which will cover the overheads of the Company. In contrast to many other quoted natural resources companies we will be able to devote available capital to the generation of capital growth from our investments in that sector. I consider that to raise finance will be far easier if the Company can show it will use funds for development of an asset and not to finance day to day activities.

We plan to appoint further directors where necessary, in due course, with additional experience of the sectors.

It is intended that the proposed investment policy will be implemented within the next twelve months, following the general meeting. Should this not be achieved a further general meeting will be called to decide on the future of the company.

### **Change of Name**

To reflect the new Investment Policy it is proposed that the Company be renamed City and Commercial Investments plc.

### **Board Remuneration**

No fees shall be paid to Directors until the net assets of the Company exceed £500,000. It is also intended in due course that Directors shall be awarded share options as a form of remuneration.

### **Action to be taken**

Shareholders will find enclosed a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions on it as soon as possible. To be valid a completed Form of Proxy must be received by Share Registrars, no later than 12 noon on 14 November 2016, being 48 hours before the time appointed for holding the General Meeting. Completion of the Form of Proxy will not prevent you from attending and voting at the General Meeting in person if you so wish.

### **Recommendation**

The Directors consider the Proposal to be in the best interests of the Company and its Shareholders. The Directors believe that the Company remaining on ISDX and having a new Investment Policy enables shareholders to retain the possibility of achieving value from the Company in the future.

The Directors therefore recommend that you vote in favour of the Resolutions as they intend to do in respect of their shareholdings totalling 26,272,975 Ordinary Shares, representing 42.45 per cent of the Company's issued share capital.

Yours faithfully,

Mark Jackson

Chairman

# HELLENIC CAPITAL PLC

## Notice of General Meeting

NOTICE IS GIVEN that a general meeting of Hellenic Capital Plc (the "Company") will be held at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London, EC3V 0HR at 12 noon on 16 November 2016, to consider the following resolutions, of which number 1 will be proposed as an ordinary resolution and number 2 will be proposed as a special resolution:

1. THAT the Company shall adopt the proposed Investing Policy.
2. THAT the name of the Company be changed to City and Commercial Investments plc

By Order of the Board

Lorraine Young  
Company Secretary  
31 October 2016

Registered Office:  
60 Gracechurch Street  
London  
EC3V 0HR

### Notes

#### 1. Right to attend, speak and vote

If you want to attend, speak and vote at the General Meeting ("GM") you must be on the Company's register of members at 12 noon on 14 November 2016. This will allow us to confirm how many votes you have on a poll. Changes to the entries in the register of members after that time, or, if the GM is adjourned, 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the GM.

#### 2. Appointment of proxies

If you are a member of the Company you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. You may only appoint a proxy using the procedures set out in these notes and in the notes on the proxy form, which you should have received with this notice of meeting.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes on the form. 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) and give your instructions directly to them. You may appoint more than one proxy in relation to the GM provided that each proxy is appointed to exercise the rights attached to a different share or shares which you hold. If you wish to appoint more than one proxy you may photocopy the proxy form or alternatively you may contact the Company's registrars, Share Registrars Limited on 44 (0) 1252 821 390.

#### 3. Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you do not indicate on the proxy form how your proxy should vote, they will vote or abstain from voting at their discretion. They will also vote (or abstain from voting) at they think fit in relation to any other matter which is put before the meeting.

To appoint a proxy using the proxy form, the form must be completed and signed and received by Share Registrars Limited no later than 48 hours before the meeting, that is 12 noon on 14 November 2016. Any proxy forms (including any amended proxy appointments) received after the deadline will be disregarded.

#### 4. Communications with the Company

Except as provided above, members who have general queries about the meeting should telephone Share Registrars on 44 (0) 1252 821 390 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

#### 5. Issued shares and total voting rights

As at 5.00 pm on the business day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised 61,889,500 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 at that time was 61,889,500.



**FORM OF PROXY**  
**HELLENIC CAPITAL PLC (the "Company")**

Form of Proxy for use by members of Hellenic Capital PLC at the General Meeting to be held at 12 noon on 16 November 2016 at the offices of Shakespeare Martineau LLP, 6<sup>th</sup> Floor, 60 Gracechurch Street, London, EC3V 0HR.

I/We being a member/members of the above-named company, hereby appoint the following person

.....

or, failing whom, the Chairman of the meeting as my/our proxy to attend, to speak and to vote on my/our behalf at the General Meeting of the Company to be held at 12 noon on 16 November 2016 (or at any adjournment of that meeting). I/We direct that my/our proxy will vote (or abstain from voting) on the resolutions set out in the Notice of General Meeting as indicated below:

(Please mark with an 'X')

**Resolution**

	FOR	AGAINST	WITHHELD
1. To adopt the proposed new Investing Policy			
<i>Special resolution</i>			
2. To change the name of the Company.			

Signed ..... No. of shares.....  
 Print Name ..... Date .....  
 Print Address ..... Postcode .....

**Please return this form of proxy to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR so as to arrive by 12 noon on 14 November 2016. You may send your form of proxy by fax to Share Registrars Limited on 44 (0) 1252 719 232 or alternatively it may be scanned and sent by email to proxies@shareregistrars.uk.com.**

- Notes:**
- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
  - Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
  - A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name above. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
  - 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 direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
  - To appoint a proxy using this form, the form must be:
    - completed and signed;
    - sent or delivered to Share Registrars Limited at The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; and
    - received by Share Registrars Limited no later than 12 noon on 14 November 2016.
  - In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
  - Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
  - In the case of joint holders, 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).
  - To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you would like to change the instructions using another hard-copy proxy form, please contact Share Registers Ltd, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence (irrespective of its date or the date of execution).
  - In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registers Ltd, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registers Ltd, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR no later than 48 hours prior to the commencement of the General Meeting or any adjourned meeting or (in the case of a poll taken more than 48 hours after it is demanded) before the time appointed for taking the poll. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 2 above, your proxy appointment will remain valid.