

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000 (“FSMA”) (or, if you are a person outside the UK, a person otherwise similarly qualified in your jurisdiction).

If you have sold or transferred all your Ordinary Shares in Adams Plc, you should send this document, together with the accompanying Form of Proxy, 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 or transferred only part of your holding of Ordinary Shares you should retain these documents.

The Company and the Directors, whose names are set out on page 4, accept responsibility for the information set out in this document. To the best of the knowledge and belief of the Company and the Directors (who have 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.

Adams Plc

(Incorporated in the Isle of Man with registered number 004145V)

Adoption of Revised Investing Policy Notice of Extraordinary General Meeting

A notice convening an Extraordinary General Meeting of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP, on 8 September 2017 at 11.20 a.m. (or as soon thereafter as the Annual General Meeting of the Company also being held on that date, concludes or is adjourned) is set out at the end of this document.

A Form of Proxy is enclosed which, to be valid, must be completed and delivered, sent by post or sent by facsimile to +44 (0)1624 604790 or scanned and e-mailed to enquiries@fim.co.im, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP so as to arrive not later than 11.20 a.m. on 6 September 2017 (or in the case of an adjournment of the Extraordinary General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). The completion and depositing of the Form of Proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting should you wish to do so.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	9 August 2017
Latest time and date for receipt of Forms of Proxy in respect of the Extraordinary General Meeting	11.20 a.m. on 6 September 2017
Extraordinary General Meeting	11.20 a.m. on 8 September 2017

DEFINITIONS

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

“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies
“Circular” or “document”	this document dated 9 August 2017
“Company”	Adams Plc
“Directors” or “the Board”	the Directors of the Company at the date of this document, whose names are set out on page 4 of this document
“EGM”	the Extraordinary General Meeting of the Company (or any adjournment of such meeting) convened for 11.20 a.m. on 8 September 2017 to be held at the Company’s registered office, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, for which the notice is set out at the end of this document
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the EGM
“Investing Policy”	the investing policy of the Company pursuant to the AIM Rules
“Ordinary Shares” or “Shares”	ordinary shares of €0.01 each in the capital of the Company
“Resolution”	the resolution set out in the Notice of General Meeting at the end of this document
“Shareholders”	holders of Ordinary Shares

LETTER FROM THE CHAIRMAN

Adams Plc

(Incorporated in the Isle of Man with registered number 004145V)

Directors:

Michael Bretherton, *Executive Chairman*
Nicholas Woolard, *Non-Executive Director*
Andrew Mitchell, *Non-Executive Director*

Registered Office:

IOMA House
Hope Street
Douglas
Isle of Man
IM1 1AP

To Shareholders

9 August 2017

Dear Shareholder,

Proposal to revise the existing Investing Policy

Under the existing Investing Policy adopted by the Company at an EGM on 8 March 2013, the focus of the Board is to seek to acquire an interest or interests in undervalued or pre-commercialisation projects and assets in the biotechnology sector, whilst also considering opportunities in the wider technology sector as well as opportunities that may arise in other sectors. The principal geographic focus is on opportunities in the UK or Europe but the Board will also consider possible opportunities anywhere in the world.

The Board now believes that the Company and its Shareholders would benefit from the adoption of a revised Investing Policy which provides the Directors with a broader, more flexible approach to creating shareholder value.

Existing Investing Policy

The current Investing Policy is:

The Board intends initially to seek to acquire a direct and/or an indirect interest in projects and assets in the biotechnology sector, however they will consider opportunities in the wider technology sector as well as opportunities that may arise in other sectors. The Company will focus on opportunities in UK or Europe but will consider possible opportunities anywhere in the world.

It is believed that an opportunity exists to acquire and consolidate holdings in Small and Medium sized Enterprises (SME's) operating in these sectors, with the intention of creating value for Shareholders. Initially, the Company's focus will be searching for companies where there may be a number of opportunities to acquire interests in undervalued or pre-commercialisation technologies which when applied produce cost savings or revenue enhancement for customers. Early acquisition of these innovative technologies should provide maximum returns for Shareholders.

The Board sees this sector as having considerable growth potential for the foreseeable future and many of the prospects they have identified are in this sector. The Board will focus on early stage investments and believe that any investment target will have at least one of four key components: a strong management team; an innovative product proposal; revenue enhancing or cost saving capabilities; and high growth potential.

The Company may invest by way of purchasing quoted shares in appropriate companies, outright acquisition or by the acquisition of assets, including the intellectual property, of a relevant business, or by entering into partnerships or joint venture arrangements. Such investments may result in the Company acquiring the whole or part of a company or project (which in the case of an investment in a company may be private or listed on a stock exchange, and which may be pre-revenue), and such investments may constitute a minority stake in the company or project in question. The Company will not have a separate investment manager.

The Company may be both an active and a passive investor depending on the nature of the individual investments. The Board will place no minimum or maximum limit on the length of time that any investment may be held and therefore a short-term disposal of any investments cannot be ruled out.

The Board will however ensure that any investments meet strict due diligence criteria and the primary focus will be on companies post viability testing phase, to mitigate risk associated with early stage investment. This will not preclude the Company from considering investments in suitable projects in other regions and sectors where there are high-growth opportunities. The Board believes that their extensive network of contacts will assist them in the identification, evaluation and funding of suitable investment opportunities. When necessary, other external professionals will be engaged to assist in the due diligence of prospective opportunities. The Board will also consider appointing additional directors with relevant experience if the need arises.

There will be no limit on the number of projects into which the Company may invest, and the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules.

The Board believes that the status of the Company as an Investing Company will enable it to fund investments or acquisitions using a mixture of cash, equity and/or debt and intend to actively monitor these investments.

The Company intends to deliver Shareholder returns principally through capital growth rather than capital distribution via dividends. Given the nature of the Company's Investing Policy, the Company does not intend to make regular periodic disclosures or calculations of net asset value.

Proposed revised Investing Policy

The proposed revised Investing Policy is:

The Board will seek to acquire a direct and/or indirect interests in special situation investment opportunities that have an element of distress, dislocation, dysfunction or other special situation attributes and that they perceive to be undervalued. The principal focus will be in the small to middle-market capitalisation sectors in the UK or Europe but the Directors will also consider possible special situation opportunities anywhere in the world if they believe there is an opportunity to generate added value for Shareholders.

The Directors intend to identify investment opportunities offering the potential to deliver a favourable return to Shareholders over the medium to long term, primarily in the form of a capital gain. A particular consideration will be to identify businesses which, in the opinion of the Directors, are under-valued due to any of a number of special situations that adversely impact the business's short-term prospects and/or underlying value but which business interests the Directors believe have a solid fundamental core or sound development potential to present opportunities for value creation.

The Company's interest in a potential investment may range from a minority position to 100 per cent. ownership and the interest may be either quoted or unquoted. Investments may be made in shares, or by the acquisition of assets (including intellectual property) of a relevant business, or by entering into partnerships, joint ventures, equity derivatives, contracts for differences or other equity or debt related securities that the Board deem appropriate.

There will be no limit on the number of projects into which the Company may invest, and the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules.

While the Directors intend to take into account the level of existing funds available for investment when assessing the amount of any investment, it is not proposed that there be any maximum investment limit.

The Company may be both an active and a passive investor depending on the nature of the individual investments. Although the Company intends to be a medium to long term investor, there will be will be no minimum or maximum limit on the length of time that any investment may be held and short-term investments may be made.

The Company will not have a separate investment manager.

The Company may require additional funding as investments are made and new opportunities arise. The Directors may offer new Ordinary Shares by way of consideration, as well as cash, thereby helping to preserve the Company's cash resources. The Company may, in appropriate circumstances, issue debt securities or otherwise borrow money to complete an investment.

Given the nature of the Company's Investing Policy, the Company does not intend to make regular periodic disclosures or calculations of net asset value other than at the time of publication of its half year and annual results.

The Board's principal focus will be on achieving capital growth for Shareholders.

Tax status and strategy to taxation

The proposed revised Investing Policy will have no impact on the tax status and strategy to taxation of the Company. This will continue to be resident for tax purposes only in the Isle of Man where there are currently no capital gains taxes and where the Company is currently subject to a nil rate of income tax. The Company may, however, be subject to withholding taxes in relation to income from investments or investment realisation gains generated in certain overseas territories.

Business experience of the Directors

The Directors have a broad range of business experience as detailed at www.adamsplc.co.uk under AIM Rule 26 / Director Biographies. I, Michael Bretherton, am the only executive and have been a director or senior executive of a whole range of quoted and unquoted companies over a 29-year period since my first appointment in 1988, including companies involved in financial services and investment, alternative energy, biotech, leisure, property and support services, mining and resources, nanotech, software and computer games and wholesale distribution. The Board considers that the experience, track record and relationship contacts of the Directors provides the Company with an appropriate level of experience to successfully pursue the broader, more flexible revised investing policy as proposed above. The Board will also consider using external professionals or appointing additional directors with relevant experience should the need arise.

EGM and action to be taken

You will find at the end of this document a notice convening an EGM of the Company to be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP, at. on 8 September 2017 at 11.20 a.m. (or as soon thereafter as the Annual General Meeting of the Company also being held on that date, concludes or is adjourned) at which the Resolution will be proposed as an ordinary resolution that the proposed revised Investing Policy as set out above be approved and that the Directors of the Company be authorised to take all such steps as any of them may consider necessary or desirable to implement the Investing Policy as revised.

Whether or not you propose to attend the EGM, please complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed on it. To be valid, this must be completed and delivered, sent by post or sent by facsimile to +44 (0)1624 604790 or scanned and e-mailed to enquiries@fim.co.im, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP so as to arrive not later than 11.20 a.m. on 6 September 2017 (or in the case of an adjournment of the Extraordinary General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Completion and return of the Form of Proxy will not preclude you from attending the EGM and voting in person should you wish to do so.

Yours faithfully

M A Bretherton

Chairman

Adams Plc

NOTICE OF EXTRAORDINARY GENERAL MEETING

*(Incorporated under the Companies Act 2006 of the Isle of Man
and registered in the Isle of Man under number 004145V)*

(the “**Company**”)

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** of the Company will be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 8 September 2017 at 11.20 a.m. (or as soon thereafter as the Annual General Meeting of the Company also being held on that date, concludes or is adjourned).

At the Extraordinary General Meeting, the following special business will be transacted:

The consideration and, if thought fit, passing of the following resolution which will be proposed as an ordinary resolution:

THAT, the proposed revised Investing Policy as set out in the circular to shareholders dated 9 August 2017 be approved and that the Directors of the Company be authorised to take all such steps as any of them may consider necessary or desirable to implement the investing policy as revised.

Registered Office:

IOMA House
Hope Street
Douglas
Isle of Man IM1 1AP

By Order of the Board

P P Scales
Company Secretary

Dated 9 August 2017

Notes:

A member who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him or her in respect of such shares. A proxy need not be a member of the Company.

A Form of Proxy is enclosed which, to be valid, must be completed and delivered, sent by post or sent by facsimile to +44 (0)1624 604790 or scanned and e-mailed to enquiries@fim.co.im, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority) to FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP so as to arrive not later than 11.20 a.m. on 6 September 2017 (or in the case of an adjournment of the Extraordinary General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Completion and return of a Form of Proxy does not preclude a member from attending and voting in person should they wish to do so.

The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members as at 11.20 a.m. on 6 September 2017 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjournment meeting) shall be entitled to attend or vote at the meeting in respect of the Ordinary Shares registered in their name at that time. Changes to entries on the register of members after 11.20 a.m. on 6 September 2017 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

