

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Yule Catto & Co plc, please forward this document, but not the personalised 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 transmission to the purchaser or transferee.



Yule Catto & Co plc

(Incorporated in England and Wales with registered number 98381)

Notice of General Meeting Proposed change of name

Your attention is drawn to the letter from the Chairman of Yule Catto & Co plc, set out in this document which recommends that you vote in favour of the Resolution to be proposed at the General Meeting.

Notice of a General Meeting of Yule Catto & Co plc to be held at the offices of the Company at Temple Fields, Harlow, Essex, CM20 2BH at 10.30 am on 4 December 2012 is set out at the end of this document. The Form of Proxy for use at the General Meeting is enclosed with this document. To be valid, the accompanying Form of Proxy for use at the General Meeting must be completed in accordance with the instructions printed on it and returned to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 10.30 am on 30 November 2012. The completion and return of the Form of Proxy will not preclude you from attending and voting at the General Meeting should you wish to do so.

Contents

Section	Page number
Letter from the Chairman of Yule Catto & Co plc.....	1
Notice of General Meeting.....	3

Letter from the Chairman of Yule Catto & Co plc

(incorporated in England and Wales with registered number 98381)

Directors:

Neil Johnson, Non-Executive Chairman
Adrian Whitfield, Chief Executive
David Blackwood, Finance Director
Jeremy Maiden, Senior Independent Non-Executive Director
The Hon. Alexander Catto, Non-Executive Director
Jinya Chen, Independent Non-Executive Director
Dr Just Jansz, Independent Non-Executive Director
Dato' Lee Hau Hian, Non-Executive Director
Ishbel Macpherson, Independent Non-Executive Director

Registered office:
Temple Fields
Harlow
Essex
CM20 2BH

8 November 2012

Dear Shareholder

PROPOSED CHANGE OF NAME

Introduction

Yule Catto & Co plc ("the Company") has today announced that a General Meeting will be held at 10.30 am on 4 December 2012 at which the Directors are seeking shareholder approval to change the Company name.

The purpose of this letter is (i) to outline the reasons for the proposed change of name and explain why your Directors believe that it is in the best interests of the Company and the shareholders as a whole and (ii) to recommend that you vote in favour of the Resolution to be proposed at the General Meeting.

Change of name

Your Directors propose that the name of the Company be changed to "Synthomer plc".

The key reasons for this change are:

- Historically, the Company effectively operated as a holding company for a disparate group of businesses, however, for some time now, the Company's strategy has focussed on becoming a speciality aqueous polymer producer. This has resulted in a number of disposals and the successful acquisition of PolymerLatex in 2010. With the integration of this business at an advanced stage, a change of name represents a logical next step in the Company's transformation.
- The vast majority of the Company's products now trade under the well-established and globally recognised "Synthomer" brand. It is appropriate that the Company's name has a much closer association with its operations. The name change will help to align the Company closely with its key brand, both internally and externally.
- It will allow a number of internal Company processes to be simplified.

Share certificates

It is not proposed that replacement share certificates are issued in the name of Synthomer plc and, as such, the existing share certificates will remain valid after the change of name.

General Meeting

A notice convening the General Meeting, to be held at the offices of the Company at Temple Fields, Harlow, Essex, CM20 2BH at 10.30 am on 4 December 2012 is set out at the end of this document.

A special resolution (being the Resolution) to change the name of the Company will be proposed to the shareholders at the General Meeting.

Action to be taken

You will find enclosed with this document the Form of Proxy for use at the General Meeting or at any adjournment thereof. You are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible to, but in any event so as to be received no later than 10.30 am on 30 November 2012 by, the Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. You may also deliver the Form of Proxy by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY during usual business hours or lodge your proxy instruction electronically using the link provided on the proxy form until this deadline. CREST members may also choose to use the CREST electronic proxy appointment service in accordance with the procedures set out in the notice convening the General Meeting at the end of this document. The lodging of the Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting at the meeting in person if you so wish.

Recommendation

Your Directors consider that the proposal described in this document is in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of the Resolution approving the change of Company name to "Synthomer plc". The Directors intend to do so in respect of their own beneficial holdings which amount to 2,141,190 ordinary shares, representing 0.63% of the issued share capital.

A handwritten signature in black ink, appearing to read 'N. Johnson', with a horizontal line underneath it.

Neil Johnson
Chairman



Yule Catto & Co plc

(incorporated in England and Wales with registered number 98381)

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of the Company at Temple Fields, Harlow, Essex, CM20 2BH on 4 December 2012 at 10.30 am for the purpose of considering and, if thought fit, passing the resolution set out below, which will be proposed as a special resolution.

THAT:

1. The name of the Company be changed from Yule Catto & Co plc to Synthomer plc.

Registered office:
Temple Fields
Harlow
Essex
CM20 2BH

By order of the Board
Richard Atkinson
Secretary
8 November 2012

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or lodge your proxy instruction electronically using the link provided on the proxy form, in each case no later than 48 hours before the time appointed for holding the General Meeting or any adjourned meeting. In calculating the appropriate time for receipt of a proxy, the Company has disregarded any day that is a Saturday or Sunday.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 30 November 2012 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. The Company's capital consists of 339,880,769 ordinary shares with voting rights.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for the receipt of proxy appointments specified in Note 2. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.yulecatto.com.



**Yule
Catto**

Yule Catto & Co plc
Temple Fields
Harlow
Essex
CM20 2BH
UK

T +44 (0)1279 442 791
F +44 (0)1279 641 360

www.yulecatto.com