

**AfriAg Plc**

Form of Proxy

**For use at the Annual General Meeting to be held at  
200 Strand, London WC2R 1DJ at 4:00 p.m. on 24 July 2015.**

I/We .....  
(block capitals please)

of .....

being a member/members of the Company hereby appoint (see Note 3)

whom failing the Chairman of the Meeting to be my/our proxy and to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at to be held at 200 Strand, London WC2R 1DJ at 4:00 p.m. on 24 July 2015 and at any adjournment thereof.

My/our proxy is to vote as indicated below in respect of the Resolutions set out in the Notice of Meeting (see Note 4):

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1.	To receive the audited statement of accounts of the Company for the year ended 31 December 2014			
2.	To re-appoint Chapman Davis LLP as auditors and to authorise the Directors to fix their remuneration			
3.	To re-appoint Hamish Harris as a director			
	<b>SPECIAL RESOLUTION</b>			
4.	To disapply pre-emption rights.			

Dated .....

Signed or sealed (see Note 5) .....

## Notes

- 1 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 and the articles of association.
- 2 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.
- 3 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 in the box. 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. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 4 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 his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 5 To be valid, a completed Form of Proxy together with a power of attorney or other authority (if any) under which it is executed (or a certified copy of any such power or authority), must be deposited at the offices of the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL not less than 48 hours before the time set for the meeting or adjourned meeting (as the case may be).
- 6 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.
- 7 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).
- 8 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.
- 9 For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.
- 10 You may not use any electronic address to communicate with the Company for any purposes.
- 11 Pursuant to regulation 22 of the Uncertificated Securities Regulations 2006, the Company specifies that only those Shareholders entered on the Register of Members of the Company as at 4:00 p.m. on 22 July 2015, or in the event that the Annual General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Shares registered in their name at that time. Changes to the entries on the Register of Members after 4:00 p.m. on 22 July 2015 or, in the event that the Annual General Meeting is adjourned, in the Register of Members 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 Annual General Meeting, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary.