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If you have sold or transferred all of your Ordinary Shares in AfriAg Global Plc, you should forward this document, together with the accompanying Form of Proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Directors, whose names appear on page 2 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and the Company (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.

This document does not constitute an offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in AfriAg Global Plc.

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## **AFRIAG GLOBAL PLC**

*(a company incorporated and registered in the Isle of Man  
under the Isle of Man Companies Act 2006 with registered number 002845V)*

### **Notice of Annual General Meeting**

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Notice of an Annual General Meeting to be held at Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE at 12:00 p.m. on 3 November 2020 is set out at the end of this document. Shareholders are requested to complete and return the enclosed Form of Proxy by post or by hand to Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE as soon as possible, but in any event so as to arrive no later than 12:00 p.m. on 30 October 2020 whether or not they propose to be present at the Annual General Meeting.

## PART I

### LETTER FROM THE CHAIRMAN OF AFRIAG GLOBAL PLC

*(incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006 with registered number 002845V)*

*Directors:*

David Lenigas (Executive Chairman)  
Hamish Harris (Non-Executive Director)  
Donald Strang (Non-Executive Director)

*Registered Office:*

34 North Quay  
Douglas  
IM1 4LB  
Isle of Man

To Shareholders, and for information only to holders of options and warrants over ordinary shares

01 October 2020

Dear Shareholder

### NOTICE OF ANNUAL GENERAL MEETING

#### 1 INTRODUCTION

I am pleased to be writing to you with details of our annual general meeting (“**AGM**”) which we are holding at Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE at 12:00 p.m. on 3 November 2020. The formal notice of AGM is set out at the end of this document.

The purpose of this circular is to provide you with an explanation of the resolutions to be proposed at the AGM and of the action you should take in order to register your vote.

#### 2 AGENDA OF ANNUAL GENERAL MEETING

The following resolutions are to be proposed at the AGM:

##### **Ordinary Business**

*Resolution 1 – Receiving and adopting the Accounts*

The Board recommends the receiving and adopting of the audited accounts for the financial period ended 31 December 2019 together with the Report of the Directors’ and the Auditors’ Report.

*Resolution 2 – Auditors’ Reappointment and Remuneration*

This Resolution relates to the re-appointment of Chapman Davis LLP as auditors of the Company and authorises the Directors to determine their remuneration.

*Resolution 3 – Re-election of a Director*

The Board recommends the re-election of Donald Strang who is subject to re-election in accordance with the Company’s articles. Mr Strang, being eligible, offers himself for re-election as a Director of the Company.

## **Special Business**

### *Resolution 4 - Disapplication of Pre-Emption Rights*

Pursuant to article 5.2 of the Articles, this is a special resolution authorising the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of 700,000,000 for cash on a non pre-emptive basis. The authority granted by this Resolution will expire at the conclusion of next annual general meeting of the Company or 15 months from the date.

### **3 ACTION TO BE TAKEN**

As a result of the ongoing Coronavirus (COVID-19) pandemic, and in line with the Government's Stay at Home Measures ("**Measures**"), the Board is adopting a number of changes to the traditional running of the General Meeting. In order to reduce the risk of infection we are asking Shareholders to not attend the General Meeting which will end immediately following the formal business. Any Shareholders who do attend will not be admitted.

Arrangements will be made by the Company to satisfy the requirements of a quorum for the General Meeting so that it may proceed. We encourage Shareholders to appoint the Chairman as their proxy with their voting instructions rather than attend the General Meeting in person.

Although the Notes to the Notice of the General Meeting refer to Shareholders being able to appoint a proxy or proxies, the Company would remind Shareholders that, in light of the Measures, they will not be allowed entry to the General Meeting. However, the Company does value Shareholder participation and values the votes of Shareholders, so it would encourage all Shareholders to exercise their voting rights BUT ONLY by appointing the Chairman of the General Meeting to be their proxy. Any proxy received appointing a person other than the Chairman of the General Meeting as the Shareholder's proxy will be deemed to have appointed the Chairman of the General Meeting as that Shareholder's proxy.

Shareholders will find enclosed with this letter a form of proxy for use at the General Meeting. The form of proxy should be completed and returned in accordance with the instructions printed on it so as to arrive to Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4DE as soon as possible and in any event not later than 12:00 p.m. on 30 October 2020.

### **4 RECOMMENDATION**

The Directors consider that the resolutions set out in the notice of AGM are in the best interests of the Company and its shareholders as a whole and accordingly, unanimously recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully

**David Lenigas**  
**Executive Chairman**

## **AFRIAG GLOBAL PLC**

*(a company incorporated and registered in the Isle of Man under the Isle of Man Companies Act 2006  
with registered number 002845V)*

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Shareholders of AfriAg Global Plc (the "**Company**") will be held at 12:00 p.m. on 3 November 2020 to consider and, if thought fit, pass resolutions 1 to 3, which will be proposed as ordinary resolutions and 4 which will be proposed as a special resolution.

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited accounts for the financial period ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon.
2. To re-appoint Chapman Davis LLP as auditors to the Company from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid and to authorise the Directors to determine the remuneration of the auditors of the Company.
3. To re-elect Donald Strang who is subject to re-election in accordance with the Company's Articles. Mr Strang, being eligible, offers himself for re-election as a Director of the Company.

#### **SPECIAL RESOLUTIONS**

4. THAT pursuant to article 5.2 of the Articles, the Directors are hereby authorised to allot and issue unissued shares in the capital of the Company for cash as if the rights of pre-emption set out in article 5.2 of the Articles did not apply to any such allotment provided that such power shall be limited to the allotment and issue of ordinary shares up to an aggregate nominal amount of 700,000,000 such authority to expire at the earlier of the next annual general meeting of the Company or 15 months from the date.

*Registered Office*  
31-37 North Quay  
Douglas  
IM1 4LB  
Isle of Man

**David Lenigas**  
**by Order of the Board**  
**01 October 2020**

## 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 the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. In the light of the Covid-19 pandemic, voting will only be conducted by proxy and Shareholders are therefore encouraged to vote by proxy. The AGM will commence at 12:00 p.m. on 3 November 2020. In order to safeguard the health of Shareholders, no Shareholders will be allowed access to the physical meeting.
3. **Members can only appoint the Chairman as proxy to exercise all or part of their rights to participate in and to speak and vote on their behalf at the AGM.**
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. A Form of Proxy is enclosed with this notice. Instructions for use are shown on the form. In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company or contained in an Electronic Communication. Any power attorney or any other authority under which the Form of Proxy is signed (or a certified copy of such power or authority) must be included with the Form of Proxy.
6. 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 notarially certified copy of any such power or authority), must be deposited at Afriag Global Plc, 2nd Floor, 7-9 Swallow Street, London, W1B 4D, not less than 48 hours before the time set for the meeting or adjourned meeting (as the case may be).
7. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006, only those shareholders registered in the Register of Members of the Company as at 12:00 p.m. on 30 October 2020, or in the event that the meeting is adjourned, in the Register of Members as at 12:00 p.m. on the day that is two days prior to any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the Register of Members after 12:00 p.m. on 30 October 2020 or, in the event that the meeting is adjourned, 12:00 p.m. on the day that is two days prior to the day of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
8. As at 30 September 2020 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 31,710,011 ordinary shares of no par value. Each ordinary share carries the right to vote at a general meeting of the Company, and therefore, the total number of voting rights in the Company as at 30 September 2020 was 31,710,011.