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If you have sold or transferred all of your Ordinary Shares in AfriAg 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 Plc.

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## **AfriAg 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 200 Strand, London WC2R 1DJ at 4:00 p.m. on 24 July 2015 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 the Company's registrars, Share Registrars Limited, Proxy Department, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible, but in any event so as to arrive no later than 4:00 p.m. on 22 July 2015, whether or not they propose to be present at the Annual General Meeting.

## PART I

### LETTER FROM THE CHAIRMAN OF AFRIAG PLC

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

*Directors:*

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

*Registered Office:*

34 North Quay  
Douglas  
Isle of Man  
IM1 4LB

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

30 June 2015

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 200 Strand, London WC2R 1DJ at 4:00 p.m. on 24 July 2015. 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 2014 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 Hamish Harris*

The Board recommends the re-election of Hamish Harris who retires by rotation in accordance with the Company’s Articles of Association. Mr Harris, being eligible, offers himself for re-election. A brief biography of Mr Harris is set out below.

Mr. Harris holds a Bachelor of Commerce degree and has worked in the investment banking industry for over 15 years in Singapore, Hong Kong and London, primarily in the area of market risk management. He has also run a privately owned private equity vehicle targeting acquisitions in agriculture in Eastern Europe in the last few years and is currently a director of Polemos plc and Doriemus plc.

## **Special Business**

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

Shareholders' approval is being sought for the authority of the Directors to allot new ordinary shares on a non pre-emptive basis, and to grant rights to subscribe for new ordinary shares, for cash up to the entire unissued ordinary share capital of the Company, such authority to expire at the conclusion of the next annual general meeting of the Company or 15 months from the date of passing of the resolution, whichever is the earlier. This will allow the Board to allot shares without recourse to the shareholders so that it can move quickly from time to time as it deems appropriate. If granted, the authority would only be exercised if the Directors believed that to do so would be in the best interests of the shareholders as a whole.

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

A Form of Proxy is enclosed for use in connection with the AGM. Whether or not you intend to be present at the AGM, you are requested to complete, sign and return the Form of Proxy to the Company's registrars, Share Registrars Limited, Proxy Department, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL as soon as possible but in any event so as to arrive not later than 4:00 p.m. on 22 July 2015. The completion and return of a Form of Proxy will not preclude you from attending the meeting, or speaking and voting in person should you subsequently wish to do so.

### **4 RECOMMENDATION**

The Directors consider that the passing of the resolutions would be in the best interests of the Company and of the Shareholders and therefore unanimously recommend Shareholders to vote in favour of the resolutions, as they intend to do or procure to be done in respect of their own legal and beneficial shareholdings, which in aggregate amount to 186,000,000 ordinary shares, representing approximately 13.47 per cent. of the issued ordinary share capital of the Company.

Yours faithfully

**David Lenigas**  
**Chairman**

## **AfriAg 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 Plc (the “**Company**”) will be held at 200 Strand, London WC2R 1DJ on 24 July 2015 at 4:00 p.m. to consider and, if thought fit, pass resolutions 1 to 3, which will be proposed as ordinary resolutions and resolution 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 2014 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 Hamish Harris, a Director who retires by rotation in accordance with the Articles of Association of the Company, and, being eligible, offers himself for re-election as a Director of the Company.

#### **SPECIAL RESOLUTION**

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 £300,000, such authority to expire at the earlier of the next annual general meeting of the Company or 15 months from the date of this resolution.

*Registered Office*  
34 North Quay  
Douglas  
Isle of Man  
IM1 4LB

**David Lenigas**  
**by Order of the Board**  
**30 June 2015**

#### **Notes:**

1. A member of the Company is entitled to attend and vote at the meeting and to appoint one or more proxies to attend and vote in his or her place. A proxy need not be a member of the Company.
2. 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.
3. A Form of Proxy is enclosed with this notice. Instructions for use are shown on the form. The completion and return of a Form of Proxy will not prevent a member from attending and voting in person at the meeting. 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 of

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.

4. 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 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).
5. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006, only those shareholders registered in the Register of Members of the Company as at 4:00 p.m. on 22 July 2015, or in the event that the meeting is adjourned, in the Register of Members as at 4:00 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 4:00 p.m. on 22 July 2015 or, in the event that the meeting is adjourned, 4:00 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.
6. As at 29 June 2015 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 1,381,001,037 ordinary shares of 0.1p each. 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 29 June 2015 was 1,381,001,037.