

AGRITERRA LIMITED

(the "**Company**", incorporated and registered in Guernsey under the Companies (Guernsey) Law, 2008 (as amended) (the "**Law**") with registered number 42643)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company (the "**AGM**") will be held at 12.15 pm on 27 December 2019 at Richmond House, St Julian's Avenue, St Peter Port, Guernsey GY1 1GZ for the purpose of considering and, if thought fit, passing the following resolutions, resolutions 1 to 7 (to be proposed as ordinary resolutions):

ORDINARY RESOLUTIONS

1. To receive the directors' update briefing regarding the delays in the publication of the audited financial statements of the Company for the year ended 31 March 2019.
2. To re-elect Mr Neil Clayton who was appointed as a director of the Company in accordance with article 126 of the articles of association of the Company (the "**Articles**") and offers himself for re-election as a director of the Company in accordance with article 127 of the Articles.
3. To re-elect Ms Amanda Thorburn who was appointed as a director of the Company in accordance with article 126 of the Articles and offers herself for re-election as a director of the Company in accordance with article 127 of the Articles.
4. To re-elect Ms Caroline Havers who retires as a director of the Company in accordance with article 119 of the Articles and, being eligible in accordance with article 122 of the Articles, offers herself for re-election as a director of the Company.
5. To re-elect Mr Gary Smith who retires as a director of the Company in accordance with article 119 of the Articles and, being eligible in accordance with article 122 of the Articles, offers himself for re-election as a director of the Company.
6. To re-appoint BDO LLP of 55 Baker Street, London W1U 7EU as auditors of the Company (having been appointed by the directors pursuant to section 257(3)(c) of the Law) from the end of this AGM until the end of the next AGM of the Company in accordance with section 257(4) of the Law.
7. To authorise the directors to fix the remuneration of the auditors in accordance with section 259(a)(ii) of the Law.

By order of the board of directors of the Company

Caroline Havers
Executive Chair

29 November 2019

Registered Office
Richmond House
St. Julian's Avenue
St Peter Port
Guernsey GY1 1GZ

Notes to the Notice of AGM

1. A member may appoint one or more proxies to exercise all or any of its rights to attend, speak and, on a poll, to vote instead of him/her. A proxy need not be a member. The completion and return of a Form of Proxy will not prevent a member from attending the General Meeting and voting in person should he/she so wish.
2. A member may appoint more than one proxy but only one proxy may attend as such and vote instead of such member at the General Meeting.
3. Forms of Proxy if used (together with any power of attorney or other authority, if any, under which they are signed or notarially certified or in some other way approved by the Board) must be deposited at the offices of Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD no later than 12.15pm on 23 December 2019 and in default will not be treated as valid.
4. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by the company's transfer agent Neville Registrars Limited (CREST ID: 7RA11) no later than 12.15pm on 23 December 2019.
5. In the case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. Seniority shall be determined by the order in which the names of the holders stand in the Register of Members in respect of the joint holding.