

NOTICE OF ANNUAL GENERAL MEETING

AGRITERRA LIMITED

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

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company (the "**AGM**") will be held at 2.45 p.m. on 25 April 2012 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:

ORDINARY RESOLUTIONS

1. To receive the accounts of the Company for the year ended 31 May 2011 in accordance with Article 175 of the Articles of Incorporation of the Company (the "**Articles**") and section 252 of the Law, together with the report thereon of the directors of the Company.
2. To re-elect Mr Michael Pelham who retires as a director of the Company in accordance with Article 122 of the Articles and, being eligible, offers himself for re-election as a director of the Company.
3. To re-elect Mr Euan Kay who retires as a director of the Company in accordance with Article 122 of the Articles and, being eligible, offers himself for re-election as a director of the Company.
4. To re-appoint Baker Tilly UK Audit LLP as auditors of the Company from the end of this AGM until the end of the next AGM of the Company and to authorise the directors to fix their remuneration.

By order of the Board



Philippe Edmonds
Chairman

Dated: 26 March 2012

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 AGM and voting in person should he/she so wish.
2. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to any one share. A member may not appoint more than one proxy to exercise rights attached to any one share.
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 Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the AGM and any Forms of Proxy in default will not be treated as valid.
4. 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.