

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 12.45 p.m. on 14 September 2016 at The Duke of Richmond Hotel, Cambridge Park, St Peter Port, Guernsey, GY1 1UY for the purpose of considering and, if thought fit, passing resolutions numbered 1 to 5 below which will be proposed as ordinary resolutions and resolution numbered 6 below which will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. To receive and consider the annual accounts of the Company for the year ended 31 May 2015 in accordance with article 175 of the articles of incorporation of the Company (the "**Articles**") and section 252 of the Law, together with the reports thereon of the auditors and the directors of the Company.
2. To re-elect Mr Andrew Groves 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 Ms Caroline Havers who was appointed as a director of the Company in accordance with article 129 of the Articles and, being eligible, offers herself for re-election as a director of the Company in accordance with article 130 of the Articles.
4. To re-appoint RSM UK Audit LLP of 25 Farringdon Street, London EC4A 4AB as auditors of the Company 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.
5. To authorise the directors to fix the remuneration of the auditors in accordance with section 259(a)(ii) of the Law.

SPECIAL RESOLUTION

6. To adopt revised articles of incorporation, in the form which accompanies this notice of AGM (together with a blackline version which shows the changes proposed to the existing Articles).

By order of the board of directors of the Company

Caroline Havers
Chair

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

Dated: 10 August 2016

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 but only one proxy may attend as such and vote instead of such member at the AGM.
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 Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the AGM and 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.