

AGRITERRA LIMITED

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

ANNUAL GENERAL MEETING ("AGM") FORM OF PROXY

Before completing this form, please read the explanatory notes below.

I/We
(BLOCK CAPITALS)

of
(ADDRESS)

.....
being a member of the Company hereby appoint the Chairman of the AGM or

.....
(NAME)

in respect of shares
to attend, speak and vote for me and on my behalf at the AGM of the Company to 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 and any adjournment
thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

Ordinary Resolutions	For	Against	Vote Withheld
1. Receive and consider the annual accounts and reports of auditors and directors			
2. Re-elect Andrew Groves as director of the Company			
3. Re-elect Caroline Havers as director of the Company			
4. Re-appoint RSM UK Audit LLP as auditors of the Company			
5. Authorise the directors to fix the remuneration of the auditors			
Special Resolution			
6. Adopt revised articles of incorporation			

Signature Date.....

Notes to the Form of Proxy

- Any member of the Company is entitled to appoint a proxy to exercise all or any of its rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company. Completion and return of the Form of Proxy will not preclude a member from attending and voting at the AGM, or any adjournment thereof, in person.
- To be valid, Forms of Proxy must be completed and deposited at 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 any Forms of Proxy in default will not be treated as valid.
- You may appoint more than one proxy but only one proxy may attend the meeting and vote instead of you.
- In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members of the Company will be accepted to the exclusion of other joint holders.
- The 'Vote Withheld' option is provided to enable you to abstain on a particular resolution. However it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' or 'Against' a resolution.

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34 Beckenham Road
BECKENHAM
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