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**If you are in any doubt as to the action you should take, you should seek your own independent advice from a stockbroker, solicitor, accountant, or other professional adviser.**

If you have sold or otherwise transferred all of your shares in AfriAg Global plc (the “**Company**”), please pass this Document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

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# **AFRIAG GLOBAL 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 GENERAL MEETING**

**ADOPTION OF BROADENED INVESTMENT STRATEGY**

**DISAPPLICATION OF PRE-EMPTION RIGHTS**

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Notice of General Meeting of the Company to be held 12.30 p.m. on 12 September 2018 at Hill Dickinson LLP, 105 Jermyn Street, St. James’s, London, SW1Y 6EE is set out at the end of this Document. A Form of Proxy for use at the General Meeting accompanies this Document and, to be valid, must be completed and returned to the Company at Hill Dickinson LLP, 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW as soon as possible but in any event to be received not later than 12.30 p.m. on 10 September 2018 or 48 hours before any adjourned meeting. Completion of the Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person.

## **DIRECTORS AND ADVISERS**

<b>Directors</b>	David Lenigas Anthony Samaha Donald Strang Hamish Harris	<i>Executive Chairman</i> <i>Finance Director</i> <i>Non-Executive Director</i> <i>Non-Executive Director</i>
<b>Registered Office</b>	34 North Quay Douglas IM1 4LB Isle of Man	
<b>NEX Exchange Corporate Adviser</b>	Peterhouse Capital Limited 3 <sup>rd</sup> Floor, New Liverpool House 15-17 Eldon Street London EC2M 7LD	
<b>Solicitors to the Company</b>	Hill Dickinson LLP 8 <sup>th</sup> Floor The Broadgate Tower 20 Primrose Street London EC2A 2EW  Dougherty Quinn The Chambers 58 Mount Pleasant Douglas Isle of Man IM1 2PU	
<b>Accountants</b>	Chapman Davis LLP 2 Chapel Court London SE1 1HH	
<b>Registrar, Registered Agent and Administrator</b>	Cavendish Trust Company Limited 31-37 North Quay Douglas Isle of Man IM1 4LB	

## EXPECTED TIMETABLE OF EVENTS

<u>Event</u>	<u>Expected time and date</u>
Publication of this document	21 August 2018
Latest time and date for receipt of Forms of Proxy	12.30 p.m. on 10 September 2018
General Meeting	12.30 p.m. on 12 September 2018

**Notes:** All times shown in this Document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change.

## **DEFINITIONS**

The following definitions apply throughout this Document unless the context otherwise requires:

<b>“Act”</b>	means the Isle of Man Companies Act 2006 (as amended);
<b>“Board” or “Directors”</b>	means the directors of the Company, whose names are set out on page 2 of this Document;
<b>“Broadened Investment Strategy”</b>	means the proposed broadened investment strategy of the Company as set out in full at Appendix I of this Document;
<b>“Company” or “AfriAg”</b>	means AfriAg Global plc, a company incorporated and registered in the Isle of Man under the Act with registered number 002845V and whose registered office is at 34 North Quay, Douglas, IM1 4LB, Isle of Man;
<b>“Existing Investment Strategy”</b>	means the investment strategy adopted by the Company on 24 April 2013;
<b>“Foreign Counsel”</b>	means independent legal counsel who is/are familiar with local operations in the relevant foreign territory in which the Company is seeking to target and invest in;
<b>“Form of Proxy”</b>	means the form of proxy for use in connection with the General Meeting, which is enclosed with this Document;
<b>“General Meeting”</b>	means the general meeting of the Company convened for 12.30 p.m. on 12 September 2018 at Hill Dickinson LLP, 105 Jermyn Street, St. James’s, London, SW1Y 6EE, or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of General Meeting;
<b>“MDA 1971”</b>	means the Misuse of Drugs Act 1971;
<b>“MDR 2001”</b>	means the Misuse of Drugs Regulations 2001 (S.I. 2001/3998);
<b>“MDDO 2001”</b>	means the Misuse of Drugs (Designation) Order 2001;
<b>“Notice of General Meeting”</b>	means the notice convening the General Meeting, which set out at the end of this Document;
<b>“Ordinary Shares”</b>	means ordinary shares of 0.1 pence each in the capital of the Company;
<b>“POCA 2002”</b>	means the Proceeds of Crime Act 2002;
<b>“Resolutions”</b>	means the resolutions to be passed at the General Meeting as set out in the Notice of General Meeting;
<b>“Shareholders”</b>	means the registered holders of Ordinary Shares; and
<b>“UK Counsel”</b>	means legal counsel appropriately qualified in England and Wales.

## LETTER FROM THE CHAIRMAN

### AFRIAG GLOBAL PLC

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

**Directors:**

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

**Registered Office:**

34 North Quay  
Douglas  
IM1 4LB  
Isle of Man

To Shareholders, and for information only to holders of options and warrants over Ordinary Shares

20 August 2018

Dear Shareholder

### ADOPTION OF BROADENED INVESTMENT STRATEGY

#### DISAPPLICATION OF PRE-EMPTION RIGHTS

#### 1 Introduction and summary

AfriAg is an investment company focussed on the acquisition of direct and indirect interests in projects in the agriculture and logistics sectors.

At present, the Company holds a 40% interest in African agri-logistics group AfriAg SA (Pty) Ltd ("**AfriAg SA**"). AfriAg SA export a range of perishable goods from farming and fishing operations in southern Africa to Europe and Asia through Johannesburg and Cape Town international airports.

In addition, AfriAg SA holds a 2 year renewable contract to transport fresh produce farmed in Mozambique, to countries such as South Africa, the UK, Holland, and potential future markets including the United Arab Emirates.

AfriAg Marketing (Pty) Ltd ("**AfriAg Marketing**") was set up in August 2014, as a 100%-owned subsidiary of AfriAg, to focus on the export and import of perishable food products, with first orders of seafood received in September 2014.

The Company is proposing to adopt the Broadened Investment Strategy and is also seeking approval from Shareholders for disapplication of pre-emption rights in respect of Ordinary Shares to be allotted and issued by the Company.

## **2 Background to and reasons for the proposed amendment to the Company's Existing Investment Strategy**

The Company's Existing Investment Strategy focuses on acquisitions of direct and/or indirect interests in businesses involved in agriculture generally and the production, processing, logistics and distribution of agricultural produce.

Whilst identifying investment opportunities in accordance with its Existing Investment Strategy, the Company has discovered potential opportunities in the developing markets for medicinal cannabis and its derivatives and/or related or complementary products.

In light of this, the Company believes that it is in the best interests of Shareholders to expand its Existing Investment Strategy to also include investments in companies, projects or products that are:

- progressing research in and development of medicinal cannabis and its derivatives;
- producing or cultivating medicinal cannabis;
- producing or supplying products derived from or related to cannabis (including, but not limited to, hemp and cannabidiol products); and/or
- commercialising or marketing medicinal cannabis and its derivatives.

The Company will seek investments in companies and projects in jurisdictions which have well-developed and reputable laws and regulations for the research and production of medicinal cannabis and that are signatories to the United Nation's conventions on narcotics.

The Board has appointed a technical committee, comprising Masello Sello and Germina 'Mamoeti Mphoso on the date of publication of this Document (the "**Technical Committee**").

Masello Sello qualified as a lawyer from the National University of Lesotho and since qualification has worked within the Ministry of Law and Constitutional Affairs in Lesotho where she assisted with drafting and reviewing the country's laws and regulations governing cannabis including:

- Lesotho's Drugs of Abuse (Cannabis) Regulations 2018; and
- Lesotho's Medicines Control and Medical Devices Control Bill 2018.

Masello has also worked in the Ministry of Health in Lesotho where she has gained wide experience across a number of health-related matters including the use of cannabis for medicinal purposes.

Germina 'Mamoeti Mphoso was awarded with a Master of Technology in Pharmaceutical Sciences from Tshwane University of Technology in South Africa. From 2010 to 2016, Germina held the position of Head of Pharmacy Strategy and Regulation in Lesotho. She was responsible for the

management of pharmaceutical operations in government and private health facilities in Lesotho and compliance with relevant procedures, rules and regulations.

Since then, Germina has worked as Chairman of the Lesotho Narcotics Control Bureau. Her role involves implementing Lesotho's Drug Abuse Act 2008, licensing matters and reviewing potential clients within Lesotho's cannabis industry.

As a consequence of their experiences, Masello and Germina both have an in-depth understanding of the cannabis industry and an extensive network of contacts.

The Technical Committee will be responsible for reviewing potential investments and reporting to the Board on a regular basis.

The Board believes that their collective experience, together with their extensive network of contacts and the Company's Technical Committee, will assist them in the identification, evaluation and funding of appropriate investment opportunities within the medicinal cannabis sector. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams. The Directors will also consider appointing additional directors and/or advisors with relevant experience if the need arises.

As part of each investment analysis, the Board will liaise with and instruct Foreign Counsel to produce a legal opinion relating to the terms and lawfulness of the structuring of the Company's proposed investment. The Board as well as the Technical Committee will review the Foreign Counsel's opinion to identify whether the investment is in line with a legal opinion to be given by UK Counsel in relation to the same matter. The Board will heed the advice provided by Foreign Counsel and UK Counsel, and where the advice given reflects any negative, regulatory risks, or otherwise advised, will decline the proposed investment. In particular, the Board will seek to ensure that there is as little risk as possible of breaching POCA 2002, MDA 1971, MDDO 2001 and MDR 2001. The Board will also seek to avoid any risk of breaching any money laundering legislation and will seek to ensure that any prospective future dividends will not contravene any laws, having particular regard to whether there may be any breach of POCA 2002.

The Company's proposed Broadened Investment Strategy is set out in full at Appendix I of this Document. Certain risks to and uncertainties for the Company are specifically described in Appendix II of this Document, titled "Risk Factors".

### **3 The Board's authority to disapply pre-emption rights**

The Company is seeking approval from Shareholders in relation to granting the Board authority to disapply pre-emption rights in relation to Ordinary Shares to be allotted and issued by the Company.

#### **4 General Meeting**

Set out at the end of this Document is the Notice of General Meeting convening the General Meeting to be held at 12.30 p.m. on 12 September 2018 at Hill Dickinson LLP, 105 Jermyn Street, St. James's, London, SW1Y 6EE, at which the Resolutions will be proposed.

##### ***Resolution 1: Adoption of Broadened Investment Strategy***

Resolution 1, which will be proposed as an ordinary resolution, is to authorise the adoption of the Broadened Investment Strategy.

##### ***Resolution 2: Disapplication of pre-emption rights***

Shareholders' approval is being sought for the authority of the Board to allot new ordinary shares on a non pre-emptive basis up to an aggregate nominal amount of £2,238,998.96. This authority will expire at the earlier of the next annual general meeting of the Company or fifteen months from the date of this General Meeting.

**This summary of the Resolutions to be proposed at the General Meeting should be read in conjunction with the Resolutions set out in the Notice of General Meeting at the end of this Document.**

#### **5 Recommendation**

The Board consider that the Resolutions set out in the Notice of the General Meeting are in the best interests of the Company and its Shareholders as a whole and accordingly, unanimously recommend Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.

#### **6 Action to be Taken**

A Form of Proxy for use at the General Meeting is enclosed with this Document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to Hill Dickinson LLP, 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW as soon as possible, but in any event so as to be received by no later than 12.30 p.m. on 10 September 2018. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

Yours faithfully

David Lenigas  
**AFRIAG GLOBAL PLC**



## **APPENDIX I: BROADENED INVESTMENT STRATEGY**

**Set out below is the investment strategy which would apply to the Company if shareholder approval is obtained at the General Meeting.**

### **Investment Strategy**

The Company's investment strategy focuses on acquisitions of direct and/or indirect interests in the agricultural and medicinal cannabis sectors.

#### **Agriculture**

The Board intend to seek acquisitions of direct and/or indirect interests in businesses involved in agriculture generally and the production, processing, logistics and distribution of agricultural produce.

The Company will focus on opportunities in this sector in Europe, Africa and the Middle East, but will consider possible opportunities anywhere in the world.

#### **Medicinal Cannabis**

The Board intend to seek investments in companies, projects or products that are:

- progressing medicinal cannabis research and development;
- producing or cultivating medicinal cannabis;
- producing or supplying products derived from or related to cannabis (including, but not limited to, hemp and cannabidiol products); and/or
- commercialising or marketing medicinal cannabis and its derivatives.

The Company will seek investments in companies and projects in jurisdictions which have well-developed and reputable laws and regulations for the research and production of medicinal cannabis and in jurisdictions that are signatories to the United Nation's conventions on narcotics.

#### **Types of Investments**

The Company is likely to be an active investor within these sectors and acquire control of certain target companies although it may also consider acquiring non-controlling shareholdings. The proposed investments to be made by the Company may be in either quoted or unquoted securities and made by direct acquisition of an interest in companies, partnerships or joint ventures, or direct interests in projects and can be at any stage of development. Accordingly, the Company's equity interest in a proposed investment may range from a minority position to 100 per cent. ownership and a controlling interest. The Directors' primary objective is to achieve the best possible value over time for Shareholders, primarily through capital growth.

If the Company takes a controlling stake, the acquisition could trigger a Reverse Takeover under Rule 58 of the NEX Exchange Rules.

The Board intend to acquire one or more investments in quoted or unquoted businesses or companies (in whole or in part) thereby creating a platform for further investments. There is no limit on the number of companies, projects or products that the Company may invest in with the agricultural and medicinal cannabis sectors. The Company may need to raise additional funds for these purposes and may use both debt and/or equity.

The Board believes that their collective experience, together with their extensive network of contacts and the Company's Technical Committee, will assist them in the identification, evaluation and funding of appropriate investment opportunities within the medicinal cannabis sector. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams. The Directors will also consider appointing additional directors and/or advisors with relevant experience if the need arises.

It is anticipated that there may be opportunities to spin out businesses privately or by initial public offerings where Shareholders may be able to benefit through distributions of cash and/or shares and/or rights to subscribe in listings. Given the nature of the investment strategy, the Company does not intend to make additional regular and periodic disclosures or calculations of net asset value outside of the requirements for a NEX Exchange Growth Market traded company. It is anticipated that the Company will hold investments for the medium to long term, although where opportunities exist for shorter term investments, the Company may undertake advantage of such opportunities.

The Directors intend to review the investment strategy on an annual basis and, subject to their review and in the absence of unforeseen circumstances, the Directors intend to adhere to the investment strategy. Changes to the investment strategy may be prompted, inter alia, by changes in government policies or economic conditions which alter or introduce additional investment opportunities. It is the intention of the Directors to invest the Company's cash resources, as far as practicable, in accordance with the investment strategy. However, due to market and other investment considerations, it may take some time before the cash resources of the Company are fully invested.

It is intended that the funds currently available to the Company will be used to meet general working capital requirements, to undertake due diligence on potential target acquisitions and to make investments in accordance with the investment guidelines described above.

## **APPENDIX II: RISK FACTORS**

### **1. Risks relating to the investment in target companies whose main activities include cannabis production and research and development thereof**

#### **The Company and its shareholders may be at risk of committing offences under POCA 2002**

Even with the Company taking all precautions to ensure that it and the target companies in which it invests comply fully with all applicable regulations and legislation in relation to cannabis (both in the UK and in the relevant foreign jurisdiction applicable to a target company), there are no guarantees that the activities of the Company and a target company will always be deemed lawful if there are any changes in the applicable law.

The Company will take all precautions possible to ensure that it does not at any time contravene POCA 2002. Contravention of POCA 2002 carries potential criminal liability.

#### **The Company's reputation may be damaged**

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include negative publicity, whether true or not. This may arise as a consequence of investing in companies that are involved in the production and the research and development of medicinal cannabis, cannabis currently being a Class B drug within the UK.

The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views in regards to the Company and its activities, along with those activities of certain target companies in which the Company invests.

Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations, banking relationships etc. and thereby having a material adverse impact on the financial performance, financial conditions, cash flows and growth prospects of the Company.

#### **The Company, or the medicinal cannabis industry more generally, may receive unfavourable publicity or become subject to negative consumer perception**

The Company believes that the medicinal cannabis industry is highly dependent upon consumer perception regarding the medical benefits, safety, efficacy and quality of the cannabis distributed for medical purposes to such consumers. Consumer perception of a target company's products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, political statements, media attention and other publicity (whether or not accurate or with

merit) regarding the consumption of cannabis products for medical purposes, including unexpected safety or efficacy concerns arising with respect to the products of a target company or its competitors.

There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medicinal cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for a target company's products and the business, results of operations and financial condition of a target company and therefore materially adversely affect the Company's return on investment.

Furthermore, adverse publicity reports or other media attention regarding the safety, efficacy and quality of cannabis for medical purposes in general, or a target company's products specifically, or associating the consumption of cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately or as directed.

### **Cannabis plant may not be approved for medicinal use in all (or any) jurisdictions**

Medical regulatory authorities in many jurisdictions require carefully conducted studies (clinical trials) in hundreds to thousands of human subjects to determine the benefits and risks of a possible medication. In many jurisdictions, researchers have not conducted sufficient large-scale clinical trials that show that the benefits of the cannabis plant (as opposed to its cannabinoid ingredients) outweigh its risks in patients it's meant to treat.

## **2. Risks relating to regulatory matters**

### **Laws, regulations and guidelines may change in ways that the Company has not predicted**

The laws, regulations and guidelines applicable to the medicinal cannabis industry may change in ways currently unforeseen by the Company.

The Company's operations and investments into quoted or approved approved and properly licensed companies lawfully producing and/or conducting research into cannabis are subject to laws, regulations and guidelines. If there are any changes to such laws, regulations or guidelines occur, which are matters beyond the Company's control, the Company may incur significant costs in complying with or is unable to comply with such changes. This may have a material adverse effect on the Company's business, financial condition and results of operations.

## **Regulatory Compliance Risks and maintaining a bank account**

Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition, and, therefore, on the Company's prospective returns.

As a result of perceived reputational risk and regulatory risks, the Company, in the medicinal cannabis sector, may in the future have difficulty in maintaining its current bank accounts, establishing further bank accounts, or other business relationships.

## **Environmental Regulations and Risk**

The operations of some target companies will be subject to environmental regulation in the various jurisdictions in which they operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the business, financial condition and operating results of a target company, and therefore have a material adverse effect on the Company's return on investment.

## **Changes to safety, health and environmental regulations could have a material affect on future operations of target companies**

Safety, health and environmental legislation will affect nearly all aspects of a target company's operations including product development, working conditions, waste disposal and emission controls. Compliance with safety, health and environmental legislation can require significant expenditures and failure to comply with such safety, health and environmental legislation may result in the imposition of fines and penalties, the temporary or permanent suspension of operations, clean-up costs resulting from contaminated properties, damages and the loss of important permits. Exposure to these liabilities arises not only from a target company's existing operations but from operations that have been closed or sold to third parties. A target company could also be held liable for worker exposure to hazardous substances and for accidents causing injury or death. There can be no assurances that a target company will at all times be in compliance with all safety, health and environmental regulations or that steps to achieve compliance would

not materially adversely affect a target company's business, and therefore have a material adverse effect on the Company's return on investment.

Safety, health and environmental laws and regulations are evolving in all jurisdictions. The Company is not able to determine the specific impact that future changes in safety, health and environmental laws and regulations may have on a target company's operations and activities, and its resulting financial position; however, the Company anticipates that capital expenditures and operating expenses will increase in the future as a result of new and increasingly stringent safety, health and environmental regulation. Further changes in safety, health and environmental laws, new information on existing safety, health and environmental conditions or other events, including legal proceedings based upon such conditions on an inability to obtain necessary permits, may require increased financial reserves or compliance expenditures or otherwise have a material adverse effect on a target company, and therefore have a material adverse effect on the Company's return on investment.

# AFRIAG GLOBAL 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 GENERAL MEETING

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**NOTICE** is hereby given that the General Meeting of **AFRIAG GLOBAL PLC** (the “**Company**”) will be held 12.30 p.m. on 12 September 2018 at Hill Dickinson LLP, 105 Jermyn Street, St. James’s, London, SW1Y 6EE for the purpose of considering and, if thought fit, passing the below resolutions, of which Resolution 1 will be proposed as ordinary resolution and Resolution 2 will be proposed as a special resolution.

In this Notice, words and defined terms shall have the same meanings as words and defined terms in the Document to which this Notice is attached.

### ORDINARY RESOLUTION

*Resolution 1:* **THAT** the Broadened Investment Strategy, as set out in full at Appendix I of the Document to which this Notice of General Meeting is attached, be approved and adopted as the investment strategy of the Company in substitution for, and to the exclusion of, the Company’s Existing Investment Strategy.

### SPECIAL RESOLUTION

*Resolution 2:* **THAT** the Directors of the Company be and 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 Company’s articles of association did not apply to such allotment, provided that such power shall be limited to the allotment and issue of ordinary shares up to an aggregate nominal amount of £2,238,998.96 and such authority expires at the earlier of the next annual general meeting of the Company or fifteen months from the date of this General Meeting.

### BY ORDER OF THE BOARD

*Davis Lenigas*  
*Executive Chairman*

20 August 2018

### Registered office:

34 North Quay, Douglas  
IM1 4LB, Isle of Man

Notes:

**Appointment of proxies**

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 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 certified copy of any such power of attorney or authority), must be deposited to the Company at Hill Dickinson LLP, 8th Floor, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, 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 12.30 p.m. on 10 September 2018, or in the event that the meeting is adjourned, in the Register of Members as at 12.30 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 12.30 p.m. on 10 September 2018 or, in the event that the meeting is adjourned, 12.30 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 20 August 2018 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 1,761,001,037 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 20 August 2018 was 1,761,001,037.