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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 Sativa Investments 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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SATIVA INVESTMENTS PLC

(incorporated and registered in England and Wales with company number 11118594)

NOTICE OF GENERAL MEETING

Notice of General Meeting of the Company to be held at 11:30 a.m. on 22 June 2018 at Hill Dickinson LLP, 105 Jermyn Street, 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, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW as soon as possible but in any event to be received not later than 11:30 a.m. on 20 June 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

Directors	Geremy Thomas Mark Blower Noel Lyons	<i>Chief Executive Officer</i> <i>Executive Director</i> <i>Non-Executive Director</i>
Registered Office	85 Great Portland Street London England W1W 7LT	
Company Secretary	Bernard Michael Sumner 85 Great Portland Street London England W1W 7LT	
NEX Exchange Corporate Adviser	Peterhouse Capital Limited New Liverpool House 15-17 Eldon Street London United Kingdom EC2M 7LD	
Solicitors to the Company	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW	
Accountants	Welbeck Associates Limited 30 Percy Street London W1T 2DB	
Financial Press Relations	Abchurch Communications Limited 32 Threadneedle Street London EC2R 8AY	
Registrars	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands United Kingdom B63 3DA	

EXPECTED TIMETABLE OF EVENTS

<u>Event</u>	<u>Expected time and date</u>
Publication of this document	5 June 2018
Latest time and date for receipt of Forms of Proxy	11:30 a.m. on 20 June 2018
General Meeting	11:30 a.m. on 22 June 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 (save for Appendix I) unless the context otherwise requires:

- “Admission Document”** means the admission document issued by the Company dated 1 March 2018;
- “Act”** means the Companies Act 2006 (as amended);
- “Board”** means the directors of the Company, whose names are set out on page 2 of this Document;
- “Company”** means Sativa Investments plc, a company incorporated in England and Wales with company number 11118594 and with its registered office address at 85 Great Portland Street, London, England, W1W 7LT;
- “Existing Investment Policy”** means the investment policy adopted by the Company, as set out in the Company’s Admission Document;
- “Form of Proxy”** means the form of proxy for use in connection with the General Meeting, which is enclosed with this Document;
- “General Meeting”** means the general meeting of the Company convened for 11:30 a.m. on 22 June 2018 at Hill Dickinson LLP, 105 Jermyn Street, London, SW1Y 6EE, or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of General Meeting;
- “Medicinal Cannabis”** means cannabis and its constituent cannabinoids to treat disease or improve symptoms such as pain, muscle spasticity, nausea and other indications;
- “Expanded Investment Policy”** means the proposed expanded investment policy of the Company as set out in full at Appendix I of this Document;
- “Notice of General Meeting”** means the notice convening the General Meeting, which is enclosed with this Document;
- “Ordinary Shares”** means ordinary shares of £0.0025 each in the capital of the Company;
- “Resolutions”** means the resolutions to be passed at the General Meeting as set out in the Notice of General Meeting; and
- “Shareholders”** means the registered holders of Ordinary Shares.

LETTER FROM THE CHAIRMAN

SATIVA INVESTMENTS PLC

Directors:

Geremy Thomas

Mark Blower

Noel Lyons

Registered Office:

85 Great Portland Street

London

England

W1W 7LT

5 June 2018

Dear Shareholder

AMENDMENT TO EXISTING INVESTMENT POLICY

AUTHORITY TO ALLOT SHARES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

1 Introduction and summary

The Company is proposing to adopt the Expanded Investment Policy and seeking approval from Shareholders for authority to allot shares and the disapplication of pre-emption rights in respect of those shares.

2 Background to and reasons for the proposed amendment to the Company's Existing Investment Policy

The Company was incorporated to identify investment opportunities and acquisitions in companies which are well-placed to take advantage of the dynamic regulatory environment surrounding legal Medicinal Cannabis. As outlined in the Company's Admission Document, the Company's Existing Investment Policy focuses on the production, testing and compliance, research and development, including pharmacology, commercialisation and sales and marketing of Medicinal Cannabis.

Whilst identifying investment opportunities in accordance with its Existing Investment Policy, the Company has discovered potential opportunities in sectors that are complementary to the Medicinal Cannabis sector.

In light of this, investor demand and the Company's recent investments, the Company believes that it is in the best interests of the Shareholders to expand its Existing Investment Policy to also include investment opportunities within both private and public businesses that operate businesses and activities that directly or indirectly relate to and/or complement the Medicinal Cannabis sector, including but not limited to, such businesses which produce and supply products derived from or related to cannabis (including, but not limited to, hemp and cannabidiol products) and/or operate, build and supply laboratories and associated equipment for producing Medicinal Cannabis and/or products derived from or related to cannabis (including, but not limited to, hemp and cannabidiol products), in jurisdictions that are internationally recognised as

having well-developed and reputable laws and regulations that govern the Medicinal Cannabis sector, including but not limited to countries in the United Kingdom.

The Board believes that it, together with the Company's Medicinal Cannabis Advisory Board, has sufficient experience and expertise in the sectors on which the Company's Expanded Investment Policy will be focused, to allow it to identify, appraise and execute attractive investment opportunities which will have the potential to increase shareholder value. The Company's proposed Expanded Investment Policy is set out in full at Appendix 1 of this Document.

The Board considers the adoption of the Expanded Investment Policy to be in the best interests of the Company and its Shareholders as a whole and accordingly, unanimously recommend Shareholders to vote in favour of Resolution 1 to be proposed at the General Meeting.

3 The Board's authority to allot shares and disapplication of pre-emption rights

The Company is seeking approval from its Shareholders in relation to granting the Board's authority to allot shares and the disapplication of pre-emption rights in relation to those shares.

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 11:30 a.m. on 22 June 2018 at Hill Dickinson LLP, 105 Jermyn Street, London, SW1Y 6EE, at which the Resolutions will be proposed.

Resolution 1: Adoption of Expanded Investment Policy

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

Resolution 2: Authority of allot shares

Resolution 2, which will be proposed as an ordinary resolution, is to grant the Board with authority to allot and issue and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act up to the maximum aggregate nominal amount of £2,500,000. This resolution shall be in addition to any previous authority to allot relevant securities conferred on the directors of the Company and the authority under this resolution will expire at the conclusion of twelve months from the date of the General Meeting.

Resolution 3: Disapplication of pre-emption rights

Resolution 3, which will be proposed as a special resolution, is to disapply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This resolution authorises the Board to issue equity securities as continuing authority up to

an aggregate nominal amount of £2,500,000 for cash on a non pre-emptive basis pursuant to the authority conferred by Resolution 2.

The authority granted by this special resolution will expire at the conclusion of twelve months from the date of the 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 General Meeting are in the best interests of the Company and its Shareholders as a whole.

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 the Company at Hill Dickinson LLP, 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 11:30 a.m. on 20 June 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

Jeremy Thomas
Sativa Investments plc

APPENDIX I: EXPANDED INVESTMENT POLICY

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

In this Appendix I, words and defined terms shall have the same meanings as words and defined terms in the Company's Admission Document.

Investment Strategy

The investment strategy of the Company is to provide Shareholders with an attractive total return achieved primarily through capital appreciation. The Directors believe that there are numerous investment opportunities within both private and public businesses that operate businesses and activities that directly or indirectly relate to and/or complement the Medicinal Cannabis sector, including but not limited to, such businesses which produce and supply products derived from or related to cannabis (including, but not limited to, hemp and cannabidiol products) and/or operate, build and supply laboratories and associated equipment for producing Medicinal Cannabis and/or products derived from or related to cannabis (including, but not limited to, hemp and cannabidiol products), in jurisdictions that are internationally recognised as having well-developed and reputable laws and regulations that govern the Medicinal Cannabis sector, including but not limited to countries in the United Kingdom.

The Company is likely to be an active investor 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.

If the Company takes a controlling stake, the acquisition could trigger a Reverse Takeover under Rule 57 of the NEX Exchange Rules.

The Directors 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. The Company may need to raise additional funds for these purposes and may use both debt and/or equity.

The Directors and the Medicinal Cannabis Advisory Board believe that their broad, collective experience, together with their extensive network of contacts, will assist them in identifying, evaluating and funding suitable investment opportunities. External advisers and investment professionals, over and above the Medicinal Cannabis Advisory Board, will be engaged as

necessary to assist with sourcing and due diligence of prospective opportunities. The Directors will also consider appointing additional directors with relevant experience if the need arises.

It is anticipated that returns to Shareholders will be delivered primarily through an appreciation in the price of the Ordinary Shares rather than capital distribution via regular dividends. In addition, there may be opportunities to spin out businesses in the form of distributions to Shareholders or make trade sales of business divisions and therefore contemplate returns through special dividends. 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 such investments.

In compliance with Rule 51 of the NEX Exchange Rules, if the Company (as an Investment Vehicle) has not substantially implemented its investing policy after the period of one year following Admission, it will seek Shareholder approval in respect of the subsequent year for the further pursuit of its investment strategy.

Pursuant to Rule 52 of the NEX Exchange Rules, the Company (as an Investment Vehicle), is required to substantially implement its investment strategy within a period of two years following Admission. In the event that the Company has not undertaken a transaction constituting a Reverse Takeover under Rule 57 of the NEX Exchange Rules, or if it has otherwise failed to substantially implement its investment strategy within such two year period, NEX Exchange will suspend trading of the Company's Issued Share Capital in accordance with Rule 78 of the NEX Exchange Rules. If suspension occurs, the Directors will consider returning the Company's cash to Shareholders after deducting all related expenses.

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 initially 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.

SPECIAL RESOLUTION

Resolution 3:

THAT, subject to the passing of Resolution 2 above, and in accordance with section 570 of the Act, the Board be generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 2 above or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Board otherwise consider necessary, but subject to such exclusions or arrangements as the Board may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
- (b) (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £2,500,000;

and provided that this power shall expire on the conclusion of twelve months from the date of the General Meeting (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

BY ORDER OF THE BOARD

Bernard Michael Sumner
Company Secretary

5 June 2018

Registered office:

85 Great Portland Street,
London, England
W1W 7LT

Notes:

Appointment of proxies

- 1 As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Form of Proxy with this Notice of General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
- 2 A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Details of how to appoint the chairman of the General Meeting or another person as your proxy using the Form of Proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the General Meeting you must appoint your own choice of proxy (not the chairman) and give your instructions directly to the relevant person.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you must complete a separate Form of Proxy for each proxy and specify against the proxy's name the number of shares over which the proxy has rights. If you are in any doubt as to the procedure to be followed for the purpose of appointing more than one proxy you must contact the Company at Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW. If you fail to specify the number of shares to which each proxy relates, or specify a number of shares greater than that held by you on the record date, proxy appointments will be invalid.
- 4 If you do not indicate to your proxy how to vote on any resolution, your proxy will vote or abstain from voting at his discretion. Your proxy will vote (or abstain from voting) as he thinks fit in relation to any other matter which is put before the General Meeting. Appointment of proxy using the hard copy Form of Proxy.
- 5 The notes to the Form of Proxy explain how to direct your proxy how to vote on each resolution or withhold his vote.
- 6 To appoint a proxy using the Form of Proxy, it must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to Company at Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW; and
 - 6.3 received by Company no later than 11:30 a.m. on 20 June 2018.
- 7 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.
- 8 Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
- 9 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company 48 hours before the General Meeting shall be entitled to attend or vote at the General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting.

Appointment of proxy by joint members

- 10 In the case of joint holders of shares, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder (being the first named holder in respect of the shares in the Company's register of members) will be accepted.

Changing proxy instructions

- 11 To change your proxy instructions simply submit a new proxy appointment using the method set out in paragraph 6 above. Note that the cut off time for receipt of proxy appointments specified in that paragraph also applies in relation to amended instructions. Any amended proxy appointment received after the specified cut off time will be disregarded.
- 12 Where you have appointed a proxy using the hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact the Company as indicated in paragraph 3 above.
- 13 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- 14 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company as indicated in paragraph 3 above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- 15 The revocation notice must be received by the Company no later than 11.30 a.m. on 20 June 2018.
- 16 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to paragraph 17 below, your proxy appointment will remain valid.
- 17 Appointment of a proxy does not preclude you from attending the General Meeting and voting in person. If you have appointed a proxy and attend the General Meeting in person, your proxy appointment will automatically be terminated.

Total voting rights

- 18 As at 4 June 2018, being the last practicable date before dispatch of this Notice of General Meeting, the Company's issued share capital comprised 422,900,000 ordinary shares of £0.0025 each of the Company. Each ordinary share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 4 June 2018 is 422,900,000.