

THIS NOTICE AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or other professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or have recently sold or transferred all of your ordinary shares in Anglo African Agriculture plc, please forward this Notice and accompanying Form of Proxy at once 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. If you sell or have sold only part of your holding of ordinary shares in Anglo African Agriculture plc, please consult the person through whom the sale or transfer was effected. However, this Notice should not be forwarded to or sent in or into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction.

Anglo African Agriculture plc

(incorporated and registered in England and Wales under number 07913053)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of Anglo African Agriculture plc (the "Company") to be held at the offices of VSA Capital Limited, Park House, 16-18 Finsbury Circus, London, EC2M 7EB at 10am on 29 April 2022 is set out in pages 4 to 7 of this document.

A form of proxy for use at the Annual General Meeting is enclosed and, to be valid, should be completed and returned in accordance with the instructions printed on the form so as to be received by the Company's Registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD as soon as possible and in any event so as to arrive no later than 10am on 27 April 2022. Completion and return of a form of proxy will not prevent members from attending and voting in person should they wish to do so.

Anglo African Agriculture plc
(incorporated and registered in England and Wales under number 07913053)

Registered Office
Park House
16-18 Finsbury Circus
London
EC2M 7EB

6 April 2022

To the holders of shares in Anglo African Agriculture plc

Notice of Annual General Meeting 2022

Dear Shareholder

Details of Meeting

I am pleased to be writing to you with details of our Annual General Meeting (“AGM”) which we are holding at Park House, 16-18 Finsbury Circus, London, EC2M 7EB at 10am on 29 April 2022.

You will find enclosed with this notice the Company’s annual accounts and reports for the year ended 31 October 2021.

The formal notice of AGM is set out on pages 4 to 7 of this document. A copy of this notice and the Company’s annual report and accounts for the year ended 31 October 2021 can be viewed on our website at www.aaapl.com.

If you would like to vote on the resolutions, but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it in accordance with the instructions printed on the form as soon as possible. It must be received by 10am on 27 April 2022.

Summary and explanation of the resolutions proposed

Resolutions 1 to 9 will be proposed as ordinary resolutions. This means that for each of those resolutions to be passed more than half of the votes cast must be in favour of the resolution.

Resolutions 10 and 11 will be proposed as special resolutions. This means that for that for the resolutions to be passed at least three-quarters of the votes cast must be in favour of the resolution.

A summary of the resolutions proposed is set out on page 8 of this document.

Due to the delay in the aborted Comarco transaction concluding at the time, the Company inadvertently exceeded its borrowing limits in its Articles when it issued convertible loan notes in settlement of certain advisory fees and certain long-outstanding obligations. As a result, in resolution 8, the Company is seeking ratification of the breach and, in resolution 7, permission to exceed these borrowing limits by the shareholders until a suitable reverse takeover transaction has been concluded by the Company.

The board also considers it appropriate that the directors be granted authority to allot shares in the capital of the Company up to an aggregate nominal value of £26,000,000 in order to issue sufficient shares to complete a suitable reverse takeover transaction. These are resolutions 9 and 10.

Recommendation

The directors consider that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your board will be voting in favour of them and unanimously recommend that you vote in favour of them.

My board colleagues and I thank you for your support.

Yours faithfully

Andrew Monk
Chairman

NOTICE is hereby given that the Annual General Meeting of Anglo African Agriculture plc (the “**Company**”) will be held at Park House, 16-18 Finsbury Circus, London, EC2M 7EB at 10am on 29 April 2022 to consider and, if thought fit, pass the following resolutions which will be proposed as indicated.

ORDINARY RESOLUTIONS

1. To receive the annual accounts for the period ended 31 October 2021, together with the reports of the directors and auditors.
2. To re-elect Robert Scott as a director.
3. To reappoint Jeffrey Henry LLP as auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
4. To authorise the directors to determine the auditors’ remuneration.
5. To approve the directors’ remuneration policy set out in the directors’ remuneration report on page 16 of the annual accounts and reports for the period ended 31 October 2021.
6. To approve the directors’ remuneration report (excluding the remuneration policy) set out on pages 16 and 17 of the annual accounts and reports for the period ended 31 October 2021.
7. That the directors be and are hereby generally and unconditionally authorised to exceed the borrowing limits set out in the Company’s Articles until, but not beyond, the completion of the acquisition of a company or companies that will constitute a reverse takeover.
8. That pursuant to section 239 of the Companies Act 2006, the conduct of the board of directors (as it was constituted at the relevant time) in inadvertently exceeding the borrowing limits set out in the Company’s articles be hereby ratified.
9. That the directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “**Act**”), to issue and allot, or grant rights to subscribe for or convert any securities into, ordinary shares of £0.02 each in the capital of the Company (“**Ordinary Shares**”) up to an aggregate nominal value of £26,000,000, provided that this authority shall, unless renewed varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution (or if earlier on the date falling six months after the next accounting reference date in 2022), save that the Company may make an offer or agreement before the expiry of this authority which would or might require Ordinary Shares to be allotted after such expiry and the Directors may allot Ordinary Shares pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

A reference to Ordinary Shares in resolution 9 includes any right to subscribe for, or to convert any security into, Ordinary Shares.

SPECIAL RESOLUTIONS

10. THAT, subject to and conditional upon resolution 9 being passed, the directors be and are hereby authorised pursuant to section 570 of the Act, to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by resolution 9 above as if section 561 of the Act did not apply to any such allotments. Such power shall, subject to the continuance of the authority conferred by resolution 9, expire at the conclusion of the next annual general meeting of the Company (or if earlier on the date falling six months after the next accounting reference date in 2022), but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities pursuant to such offer or agreement as if such power had not expired. This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if section 561 of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

11. That the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than its annual general meeting) on 14 clear days' notice from the date of the passing of this resolution, such authority expiring at the conclusion of the next annual general meeting of the Company.

By Order of the Board
Stephen Clow
Company Secretary
Dated: 6 April 2022

Registered Office:
Park House
16-18 Finsbury Circus
London
EC2M 7EB

Notes:

1. A member of the Company is entitled to attend and to speak and to vote at the meeting and is entitled to appoint one or more proxies to attend and vote in his place provided that each proxy is appointed to exercise rights attached to a different share or shares held by him or her. 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 of attorney or any other authority under which the Form of Proxy is signed (or a notarially 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 notarially certified copy of such power or authority), must be deposited at the offices of the Company's registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD not less than 48 hours before the time set for the meeting or adjourned meeting (as the case may be).
5. As an alternative to completing the hard copy Form of Proxy, a shareholder may appoint a proxy or proxies electronically with Neville Registrars Limited at www.sharegateway.co.uk using your personal proxy registration code as shown on the Form of Proxy enclosed with this document. For an electronic proxy appointment to be valid, the appointment must be received by the Company's Registrars no later than 10am on 27 April 2022 (or, if the meeting is adjourned, no later than 48 hours before the time set for the meeting or adjourned meeting). Any electronic communication sent by a shareholder to the Company or the Company's Registrars which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication. Notice of termination of a proxy's authority must be received at the same electronic address.
6. Pursuant to Regulation 41(3) of the Uncertificated Securities Regulations 2006, only those shareholders registered in the Register of Members of the Company as at 6pm on 27 April 2022, or in the event that the meeting is adjourned meeting, in the Register of Members as at 6pm. 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 6pm on 27 April 2022 or, in the event that the meeting is adjourned, 6pm on the day that is two days prior to any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
7. As at 5 April 2022 (being the last practicable date prior to publication of this notice) the Company's issued share capital consisted of 21,966,087 ordinary shares of 2p 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 5 April 2022 is 21,966,087.
8. If you hold ordinary shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's Registrars, Neville Registrars Limited under CREST participant ID number 7RA11 so that it is received by no later than 10am on 27 April 2022.
9. A copy of this notice and other information required by section 311A of the Companies Act 2006 can be found at www.aaapl.com.
10. Shareholders should note that, under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting for the financial year beginning 1 November 2020; or (ii)

any circumstance connected with an auditor of the Company appointed for the financial year beginning 1 November 2020 ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

11. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Summary of the resolutions proposed

Resolution 1 – To receive the Annual Report and Accounts

It is proposed to receive the annual accounts for the period ended 31 October 2021, together with the reports of the directors and auditors;

Resolutions 2- Re-election of director

It is proposed to re-elect Robert Scott as a director who retires by rotation under the Company's articles of association and who offers himself for re-election in accordance with the Company's articles of association.

Resolutions 3 and 4 –Re-appointment of auditors and auditor's remuneration

The board recommends the re-appointment of Jeffrey Henry as auditor, to hold office until the next meeting at which accounts are laid. Resolution 4 is a separate resolution which proposes to grant authority to the directors to determine the Auditor's remuneration.

Resolutions 5 and 6 – Directors' remuneration policy and remuneration report

In resolution 5 shareholders are asked to approve the directors' remuneration policy.

In resolution 6 shareholders are asked to approve the remainder of the directors' remuneration report, excluding the directors' remuneration policy. This is set out on pages 16 and 17 of the annual accounts and reports for the year ended 31 October 2021. Resolution 6 is an advisory vote.

Resolutions 7 and 8 – Extension and ratification of borrowing limits

Due to the delay in the aborted Comarco transaction concluding at the time, the Company inadvertently exceeded its borrowing limits when it issued convertible loan notes in settlement of certain advisory fees and certain long-outstanding obligations. As a result, in resolution 8, the Company is seeking ratification of the breach and, in resolution 7, permission to exceed these borrowing limits by the shareholders until a suitable reverse takeover transaction has been concluded by the Company.

Resolution 9 – Allotment of Share Capital

This resolution deals with the directors' authority to allot new ordinary shares in the capital of the Company in accordance with section 551 of the Act.

The board considers it appropriate that the directors be granted authority to allot shares in the capital of the Company up to an aggregate nominal value of £26,000,000 in order to issue sufficient shares to complete a suitable reverse takeover transaction.

Resolution 10 – Disapplication of Statutory Pre-emption Rights

This resolution will give the directors authority to allot shares in the capital of the Company pursuant to the authority granted under Resolution 9 above without complying with the pre-emption rights in the Companies Act 2006. This authority will permit the directors to allot up to ordinary shares up to an aggregate nominal value of £26,000,000.

Resolution 11 – Shortening the period of notice for a general meeting

This resolution will shorten the period of notice for a general meeting of the Company, other than its annual general meeting, from 21 clear days to 14 clear days.

Section 307A of the Companies Act 2006 provides that listed companies must hold general meetings (other than annual general meetings) on 21 clear days' notice unless the members of that company pass a special resolution agreeing to a shorter notice period which cannot be any less than 14 clear days. It is therefore necessary for the Company to pass this resolution allowing the Company to continue to hold general meetings (other than the annual general meeting) on not less than 14 clear days' notice. The directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting, the proposals are time-sensitive and it is thought to be to the advantage of shareholders as a whole. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at www.aaapl.com

NOTES TO THE FORM OF PROXY

- 1 A member of the Company is entitled to attend, to speak and to vote at the meeting is entitled to appoint one or more proxies to attend and vote in his or her place, provided that each proxy is appointed to exercise rights attached to different share or shares held by him. 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 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 of attorney or any other authority under which the Form of Proxy is signed (or a notarially 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 notarially certified copy of any such power or authority), must be deposited at the offices of the Company's registrars, Neville Registrars Limited, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD not less than 48 hours before the time set for the meeting or adjourned meeting (as the case may be).
- 5 Pursuant to Regulation 41(3) of the Uncertificated Securities Regulations 2006, only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 27 April 2022, or in the event that the meeting is adjourned, in the Register of Members as at 6.00 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 6.00 p.m. on 27 April 2022 or, in the event that the meeting is adjourned, 6.00 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 If you hold ordinary shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Company's Registrars, Neville Registrars Limited under CREST participant ID number 7RA11 so that it is received by no later than 10:00 a.m. on 27 April 2022.
- 7 As an alternative to completing this hard copy Form of Proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars Limited at www.sharegateway.co.uk using your personal proxy registration code (Activity Code) shown below. For an electronic proxy appointment to be valid, the appointment must be received by Neville Registrars Limited no later than 10:00 a.m. on 27 April 2022 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Any electronic communication sent by a shareholder to the Company or the Company's Registrars which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication. Notice of termination of a proxy's authority must be received at the same electronic address.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

Anglo African Agriculture plc

(Incorporated in England and Wales under the Companies Act 2006 with Registered Number 7913053)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

[Empty box for appointing a proxy]

or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 29 April 2022 at Park House, 16-18 Finsbury Circus, London, EC2M 7EB at 10:00 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1 To receive the annual accounts for the period ended 31 October 2021, together with the reports of the directors and auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 To ratify the conduct of the board of directors in inadvertently exceeding the borrowing limits set out in the Company's articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Robert Scott as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To reappoint Jeffrey's Henry LLP as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10* To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To authorise the directors to determine the auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11* To authorise the Company to hold general meetings on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To approve the directors' remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 To approve the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 To authorise the directors to exceed the borrowing limits set out in the Company's Articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Your Personal Proxy Registration Code is: ABCD-123-EFG

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

[Signature box]

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

[Date selection boxes: DD - MM - YY]

[Barcode area with >123-0]

[Empty box for shares]



Anglo African Agriculture plc

Attendance Card

The Annual General Meeting will start at 10:00 a.m. and is being held on 29 April 2022 at Park House, 16-18 Finsbury Circus, London, EC2M 7EB.

If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

>12340
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RTZE-YRRG-ETSK



NR 1

Neville Registrars Limited
Neville House
Steelpark Road
Halesowen
B62 8HD