

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, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours (excluding non-working days) 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 20 April 2017, 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 (excluding non-working 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 20 April 2017 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 10:30 a.m. on 20 April 2017.
- 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 10:30 a.m. on 20 April 2017 (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)

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 24 April 2017 at New Liverpool House, 15-17 Eldon Street, London, EC2M 7LD at 10:30 a.m. and at any adjournment thereof.

Resolutions (*Special Resolutions)

- 1 To receive and adopt the accounts for the period ended 31 October 2016, together with the reports of the directors and auditors
- 2 To re-elect David Lenigas as a director
- 3 To re-elect Robert Scott as a director
- 4 To reappoint Jeffreys Henry LLP as auditors of the Company
- 5 To authorise the directors to determine the auditors remuneration
- 6 To approve the directors remuneration policy
- 7 To approve the directors' remuneration report (excluding directors remuneration policy)

OR
AGAINST
THEID

8 To authorise the directors to allot shares

9* To disapply pre-emption rights

10* To amend the Articles of Association of the company

OR
AGAINST
WITHHELD

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:

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:

123



NEVILLE REGISTRARS

Anglo African Agriculture plc

Attendance Card

>123-0
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6



The Annual General Meeting will start at 10:30 a.m. and is being held on 24 April 2017 at New Liverpool House, 15-17 Eldon Street, London, EC2M 7LD.

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.

NEVILLE
REGISTRARS



Business Reply Plus
Licence Number
RSTY-SAKX-RZSL



NR 1 |||

Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
B63 3DA