

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other appropriate independent financial 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 transfer or have sold or transferred all of your Ordinary Shares you should deliver this document, with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the buyer or transferee. If you sell or transfer or have sold or transferred only part of your holding of Ordinary Shares you should retain this document and consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out on pages 4 to 5 of this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman which is set out on pages 6 to 11 of this document, which contains the unanimous recommendation of the Board to Shareholders to vote in favour of the Resolution to be proposed at the General Meeting referred to below.



CAMELLIA PLC

(Incorporated and registered in England and Wales with registered number 29559)

Proposed cancellation of admission to the premium segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange

Admission to trading on AIM

and

Notice of General Meeting

Financial Adviser and proposed Nominated Adviser and Broker

Charles Stanley Securities

The General Meeting to consider the Resolution will be held at The Rubens Hotel, 39 Buckingham Palace Road, London, SW1W 0PS on 6 August 2014 at 11.30 a.m. The notice convening the General Meeting is set out on pages 12 to 14 at the end of this document.

The action to be taken in respect of the General Meeting is set out in the letter from the Chairman on pages 6 to 11 of this document. Whether or not you intend to be present at the General Meeting, it is important that you complete, sign and return the Form of Proxy in accordance with the instructions printed thereon to the Registrar at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible but, in any event to be valid, so as to arrive no later than 11.30 a.m. on 4 August 2014. The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

Charles Stanley Securities, a trading division of Charles Stanley & Co. Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for the Company in connection with the Move to AIM and will not be responsible to any person other than the Company for providing the protections afforded to its customers or for advising any other person on the contents of this document or any matter, transaction or arrangement referred to therein. Charles Stanley makes no representation or warranty, express or implied, as to the contents of this document and Charles Stanley does not accept any liability whatsoever for the accuracy of or opinions contained in (or for the omission of any material information) this document and shall not be responsible for the contents of this document. Charles Stanley has given its consent to inclusion herein of the references to its name in the form and context in which it is included.

If you have any questions about this document or the General Meeting, or are in any doubt as to how to complete the Form of Proxy, please call the Registrar on 0871 664 0300 or, if telephoning from outside the United Kingdom on +44 208 639 3399 between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Calls to 0871 664 0300 are charged at 10 pence per minute plus network extras. Calls from outside the United Kingdom are charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be monitored or recorded for security and training purposes. The Registrar cannot provide financial, legal or tax advice or advice on the merits of the Resolution.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event

Publication of this document	11 July 2014
Latest time and date for receipt of completed Forms of Proxy	11.30 a.m. on 4 August 2014
General Meeting	11.30 a.m. on 6 August 2014
Last day of dealings in Ordinary Shares on the Main Market	5 September 2014
Cancellation of listing of Ordinary Shares on the Official List	8.00 a.m. on 8 September 2014
Admission and commencement of dealings on AIM	8.00 a.m. on 8 September 2014

Notes:

1. Each of the times and dates above are indicative only and subject to change without consultation. If any of the above times and/or dates change, the revised times and/or dates will be notified by announcement on a Regulatory Information Service.
2. References in this document to time are to London time, unless specified otherwise.

DEFINITIONS

The following definitions apply throughout this document and the accompanying Form of Proxy unless the context requires otherwise:

“2006 Act”	the Companies Act 2006 to the extent in force from time to time
“Admission”	the admission of the entire issued share capital of the Company to trading on AIM in accordance with the AIM Rules for Companies
“AIM”	the AIM market operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies and the AIM Rules for Nominated Advisers
“AIM Rules for Companies”	the rules which set out the obligations and responsibilities in relation to companies whose shares are admitted to AIM as published by the London Stock Exchange from time to time
“AIM Rules for Nominated Advisers”	the rules which set out the eligibility, obligations and certain disciplinary matters in relation to nominated advisers as published by the London Stock Exchange from time to time
“Business Day”	any day on which the London Stock Exchange is open for the transaction of business
“Cancellation”	the cancellation of admission to the premium segment of the Official List and to trading on the Main Market
“Charles Stanley”	Charles Stanley Securities, a division of Charles Stanley & Co. Ltd, the proposed Nominated Adviser
“Company” or “Camellia”	Camellia Plc, a company registered in England and Wales with registered number 29559
“CREST”	the relevant system, as defined in the CREST Regulations, and the holding of shares in uncertificated form in respect of which Euroclear is the operator (as defined in the CREST Regulations)
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended
“Directors” or “Board”	the existing directors of the Company, whose names are set out on page 6 of this document
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“FCA”	the Financial Conduct Authority
“Form of Proxy”	the form of proxy accompanying this document for use at the General Meeting
“FSMA”	the Financial Services and Markets Act 2000, as amended from time to time
“General Meeting”	the general meeting of the Company convened for 11.30 a.m. on 6 August 2014 at The Rubens Hotel, 39 Buckingham Palace Road, London, SW1W 0PS by the Notice of General Meeting
“Group”	the Company and its subsidiaries

“Listing Rules”	the listing rules and regulations published by the UKLA acting under Part VI of FSMA as amended from time to time
“London Stock Exchange”	London Stock Exchange plc
“Main Market”	the London Stock Exchange’s main market for listed securities
“Move to AIM”	the Cancellation and Admission
“Nominated Adviser”	a nominated adviser, as required for the purposes of the AIM Rules
“Notice of General Meeting”	the notice of General Meeting set out at the end of this document
“Official List”	the list maintained by the UKLA in accordance with section 74(1) of FSMA for the purposes of Part VI of FSMA
“Ordinary Shares”	ordinary shares of 10 pence each in the capital of the Company
“Prospectus Rules”	the rules made for the purposes of Part VI of FSMA in relation to offers of securities to the public and admission of securities to trading on a regulated market
“QCA”	Quoted Companies Alliance
“Registrar”	Capita Asset Services
“Resolution”	the resolution set out in the Notice of General Meeting
“Shareholder”	a holder of Ordinary Shares from time to time
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“UKLA”	the FCA, acting in its capacity as the competent authority for the purposes of Part VI of FSMA
“UK Corporate Governance Code”	the UK Corporate Governance Code published by the Financial Reporting Council, as in force from time to time

LETTER FROM THE CHAIRMAN

CAMELLIA PLC

(Incorporated and registered in England and Wales under number 29559)

Directors

M C Perkins, *Chairman*
C J Relleen, *Deputy Chairman, Independent Non-executive Director*
C J Ames, *Joint Managing Director*
P J Field, *Joint Managing Director*
M Dünki, *Non-executive Director*
A K Mathur, *Finance Director*
F Vuilleumier, *Non-executive Director*

Registered Office

Linton Park
Linton
Maidstone
Kent
ME17 4AB

11 July 2014

Dear Shareholder

PROPOSED DELISTING FROM THE OFFICIAL LIST AND ADMISSION TO TRADING ON AIM

1. Introduction

The Board announced earlier today proposals to cancel the admission of the Company's Ordinary Shares on the Official List and their trading on the Main Market and its intention to apply for admission of the entire issued share capital of the Company to trading on AIM.

Under the Listing Rules, the Cancellation requires the Company to obtain the prior approval for such cancellation of not less than (i) 75 per cent. of all Shareholders and (ii) as the Company has a controlling shareholder, a simple majority of the independent Shareholders (being all Shareholders other than Camellia Holding AG, which holds 1,427,000 Ordinary Shares representing 51.67 per cent. of the total voting rights of the Company as at 10 July 2014), in each case who vote in person or by proxy at a general meeting. Therefore, the Resolution being proposed at the General Meeting, to be held at The Rubens Hotel, 39 Buckingham Palace Road, London, SW1W 0PS at 11.30 a.m. on 6 August 2014, to approve the Cancellation and Admission is being proposed as a special resolution and will be carried out by way of a poll (see paragraph 8 below for further information). If the Resolution is passed, the Board proposes to make an application to the UKLA for the Cancellation to be effected and an application to the London Stock Exchange for Admission.

The purpose of this document is to outline the reasons for, and provide further information on, the proposed Move to AIM and to explain why the Board believes such proposal to be in the best interests of the Company and its Shareholders as a whole and why the Board unanimously recommends that Shareholders vote in favour of the Resolution.

You will find definitions for capitalised terms used in this letter and the rest of this document on pages 4 and 5 of this document.

2. Reasons for the proposed Cancellation and Admission

The Board has undertaken a comprehensive review in order to determine the most appropriate trading platform for the Company's Ordinary Shares for the benefit of the Shareholders. The Board has considered carefully the proposed Move to AIM and believes that it is in the best interests of the Company and its Shareholders as a whole for the following reasons:

- AIM is a market appropriate for a company of Camellia's size and nature, and is a market which will help attract new investors, providing a platform to promote the Company and trading in its shares;

- Shares in companies that are traded on AIM are deemed to be unlisted for the purposes of certain areas of UK taxation. The Board has taken advice and believes that, following Admission, the Ordinary Shares in the Company should currently constitute ‘relevant business property’ for the purposes of UK inheritance tax business property relief. Accordingly, following the Move to AIM, individuals who hold Ordinary Shares and who meet the two year ownership condition may be eligible for UK inheritance tax business property relief, although based on the current nature of the Group and its assets, it is not considered that full relief at 100 per cent. would be available. Shareholders and prospective investors should consult their own professional advisers on whether an investment in AIM securities is suitable for them and to what extent any potential UK inheritance tax benefit referred to above is available to them (see paragraph 7 below for further information);
- Shares traded on AIM can be held in ISAs (in the same way as shares traded on the Main Market);
- The UK government has announced its intention to offer full relief from stamp duty and stamp duty reserve tax on transactions in securities admitted to trading on AIM with effect from 28 April 2014. Provided the legislation implementing this measure receives Royal Assent in July 2014, this may help increase liquidity in the trading of shares on AIM (see paragraph 7 below for further information);
- The Company’s share price has experienced a level of volatility over the last few years by virtue of moving into, out of and then back into the FTSE All Share Index. This is driven in part by automated share trading of Index Tracker Funds and similar investment products. Following Admission, the Company will no longer be eligible for inclusion in the FTSE All Share Index which will reduce some of the associated share price volatility that this has generated. Subject to Admission, the Company will be one of the largest companies on AIM and is anticipated to be eligible for inclusion in the FTSE AIM UK 50 Index, although the Index Tracker Funds for the FTSE AIM UK 50 Index are much smaller and fewer in number and do not typically generate significant share price volatility;
- The Company should continue to appeal to institutional investors following the Move to AIM and, in light of the possible tax benefits mentioned above, the Directors believe that being admitted to AIM will make the Company’s shares more attractive to retail investors, thereby increasing liquidity;
- AIM will offer greater flexibility with regard to potential future corporate transactions and should enable the Company to agree and execute certain transactions more quickly and cost effectively than a company on the Official List; and
- AIM provides a more suitable market and environment that should simplify the administrative and regulatory requirements of the Company.

3. Implications of the Move to AIM

AIM is the UK’s leading stock market for smaller companies. Since AIM was established in 1995, more than 3,500 companies have been admitted to AIM and over £87.0 billion has been raised collectively. Liquidity on AIM is currently provided by market makers, who are member firms of the London Stock Exchange and are obliged to quote a share price for each company for which they make a market between 8.00 a.m. and 4.30 p.m. on Business Days.

Admission to trading on AIM will not affect the way in which Shareholders buy or sell the Company’s shares. Ordinary Shares that are held in uncertificated form will continue to be held and dealt through CREST. Share certificates representing those Ordinary Shares held in certificated form will continue to be valid and no new share certificates will be issued.

Whilst for the most part the obligations of a company whose shares are traded on AIM are similar to those of companies whose shares are listed on the premium segment of the Official List, there are certain exceptions, including those referred to below:

- (a) Under the Listing Rules, a company is required to appoint a ‘sponsor’ for the purposes of certain corporate transactions, such as when undertaking a large transaction or capital raising. The responsibilities of the sponsor include providing assurance to the FCA, when required, that the responsibilities of the listed company have been met. Corporate transactions for companies whose shares are listed on the premium segment of the Official List often require approval of shareholders and the engagement of a sponsor to oversee the process and liaise with the UKLA. In particular, on a proposed acquisition or similar transaction, where the size of the target represents 25 per cent. or more of the listed company on the basis of certain comparative tests (for example, consideration for the acquisition as a percentage of market capitalisation of the listed company) a circular to shareholders is required explaining the transaction and seeking the consent of shareholders. For the Company, such transactions may result in significant additional complexity and larger transaction costs to meet the requirements of the Listing Rules and, therefore, prove prohibitive.

Under the AIM Rules, a Nominated Adviser is required to be engaged by the Company at all times and has ongoing responsibilities to both the Company and to the London Stock Exchange. Conditional on Admission, the Company has appointed Charles Stanley as its Nominated Adviser and broker.

- (b) Under the AIM Rules, prior shareholder approval is required only for transactions with a much larger size threshold than applies to companies whose shares are listed on the Official List. These include, for example, reverse takeovers (being an acquisition or acquisitions in a 12 month period which either exceed 100 per cent. in various size tests or which result in a fundamental change in the Company’s business, board or voting control) or a disposal, which when aggregated with any other disposals over the previous 12 months, results in a fundamental change of business (being disposals that exceed 75 per cent. in various size tests). Under the Listing Rules, a broader range of transactions require prior shareholder approval, including material related party transactions. The Board confirms that there is no current intention to carry out any transactions or arrangements that would require shareholder approval or otherwise require enhanced disclosure under the Listing Rules.
- (c) The AIM Rules contain less stringent obligations with regard to a company’s purchase of its own securities compared with the Listing Rules.
- (d) There is no requirement under the AIM Rules for a prospectus or an admission document to be published for further issues of securities to institutional investors, except when seeking admission for a new class of securities or as otherwise required by law.
- (e) Unlike the Listing Rules, the AIM Rules do not specify any required structures or discount limits in relation to further issues of securities.
- (f) Certain securities laws will no longer apply to the Company if Admission occurs, for example, the Disclosure and Transparency Rules (save that DTR Chapter 5 in respect of significant shareholder notifications will continue to apply to the Company). This is because AIM is not a regulated market for the purposes of the European Union’s directives relating to its securities.
- (g) As a public limited company incorporated and registered in England, after Admission the Company will remain subject to the applicable provisions of the 2006 Act, the FSMA, the Prospectus Rules and the City Code on Takeovers and Mergers.
- (h) The Company is currently required to comply with the UK Corporate Governance Code, or to explain any area of non-compliance. AIM companies are not required to comply with this code. However, if Admission occurs, the Company will have regard to the QCA guidelines on corporate governance and will review its corporate governance procedures from time to time having regard to the size, nature and resources of the Company and ensure such procedures are appropriate.

The Board does not envisage that there will be any significant alteration to the standards of reporting and governance which the Company maintains currently. The Company will maintain its Audit, Nomination and Remuneration Committees.

It is emphasised that the Move to AIM will have no impact on the existing assets and liabilities of the Company and it will continue to have the same business and operations following Admission.

4. Risk factors associated with trading on AIM

Although the Company intends to apply for all of the Ordinary Shares to be admitted to trading on AIM following the Cancellation, there can be no assurance that an active or liquid trading market for the Ordinary Shares will develop or, if developed, that it will be maintained following Admission. AIM is a market designed primarily for emerging and smaller companies, to which a higher investment risk tends to be attached than for larger companies, and may not provide the liquidity normally associated with the Official List or some other stock exchanges. Camellia will continue to conduct its business and affairs as it has done while quoted on the Official List and the Board does not anticipate any higher degree of investment risk as a result of the Move to AIM. Camellia will be one of the largest companies quoted on AIM and as such, the Board anticipates that it will attract a higher profile and exposure than it currently enjoys on the Official List.

AIM securities are not admitted to the Official List. The Ordinary Shares may, therefore, be more difficult to sell compared to the shares of companies listed on the Official List and their market prices may be subject to greater fluctuations than might otherwise be the case. As mentioned above, liquidity on AIM is currently provided by market makers who are member firms of the London Stock Exchange and who are obliged to quote a share price for each company for which they make a market between 8.00 a.m. and 4.30 p.m. on Business Days. The Directors believe that AIM can provide a sufficiently liquid trading platform for the Ordinary Shares.

Following Admission, the Company will be subject to the regulatory and disciplinary controls of the AIM Rules. While for the most part the obligations of a company whose shares are traded on AIM are similar to those of companies whose shares are listed on the Official List, Shareholders should note that the protections afforded to investors in AIM companies are less rigorous than those afforded to investors in companies whose shares are listed on the Official List, including the differences between the obligations of a company whose shares are traded on AIM and a company whose shares are listed on the premium segment of the Official List as set out in paragraph 3 above.

5. Board and Management Changes

The Company announced on 10 June 2014 certain key changes to the future composition of the Board.

Susan Walker F.C.C.A. joined the Company as Finance Director Designate on 1 July 2014. It is intended that she will be appointed to the Board as Group Finance Director in June 2015 when Anil Mathur, the current Group Finance Director, retires from the Group.

On 1 September 2014, William Gibson will join the Board as an independent Non-Executive Director in place of Charles Vaughan-Johnson who retired at the 2014 Annual General Meeting. William was previously Chairman and Managing Director of Westminster Press and an executive director of the Financial Times Group.

On 1 October 2014, Tom Franks F.C.A., presently Global Chairman - KPMG Corporate Finance, will join the Board as Deputy Chief Executive.

Graham Mclean MSc. will be appointed as an Executive Director with effect from 1 October 2014 as Managing Director, Agriculture. Graham is a member of the Executive Committee and is currently responsible for the Company's agricultural operations in Kenya, Malawi and South Africa.

6. Details of the Cancellation and Admission

In order to effect the Move to AIM, the Company will require, *inter alia*, Shareholder approval of the Resolution at the General Meeting to be held at The Rubens Hotel, 39 Buckingham Palace Road, London, SW1W 0PS, United Kingdom at 11.30 a.m. on 6 August 2014. The Notice of General Meeting sets out the terms of the Resolution which will be proposed at the General Meeting as a special resolution in order to approve the Cancellation and Admission. In accordance with the Listing Rules, the Resolution is subject to approval being obtained from not less than (i) 75 per cent. of all Shareholders; and (ii) as the Company has a controlling shareholder, a simple majority of the independent Shareholders (being all Shareholders other than Camellia Holding AG, which holds 1,427,000 Ordinary Shares representing 51.67 per cent. of the total voting rights of the Company as at 10 July 2014), in each case voting in person or by proxy and, if it is not passed, the Company will retain its premium listing on the Official List and its Ordinary Shares will remain traded on the Main Market.

Assuming the Resolution is passed, the Company will apply to cancel the listing of its Ordinary Shares on the Official List and to trading on the Main Market and will give 20 Business Days' notice of its intention to seek admission to trading on AIM.

It is expected that the last day of dealings in the Ordinary Shares on the Main Market will be 5 September 2014 and that the Cancellation will take effect at 8.00 a.m. on 8 September 2014, being not less than 20 Business Days from the passing of the Resolution. Admission is expected to take place, and dealings in Ordinary Shares are expected to commence on AIM at 8.00 a.m. on 8 September 2014.

7. Taxation

Shareholders and prospective investors should consult their own professional advisers on whether an investment in an AIM security is suitable for them. Companies whose shares trade on AIM are deemed to be unlisted for the purposes of certain areas of UK taxation. The Board has taken advice and believes that, following Admission, the Ordinary Shares in the Company should currently constitute 'relevant business property' for the purposes of UK inheritance tax business property relief. Accordingly, following the Move to AIM, individuals who hold Ordinary Shares and who meet the two year ownership condition may therefore be eligible for UK inheritance tax business property relief, although based on the current nature of the Group and its assets, it is not considered that full relief at 100 per cent. would be available. As to the extent of the relief and whether such UK inheritance tax benefit may be available to them, Shareholders and prospective investors should seek advice from their own professional advisers. Shareholders and prospective investors should also note that, since 5 August 2013 shares traded on AIM can be held in ISAs (in the same way as shares traded on the Main Market).

The UK government has announced its intention to offer full relief from stamp duty and stamp duty reserve tax (SDRT) on transactions in shares admitted to trading only on "recognised growth markets", including AIM, with effect from 28 April 2014. The legislation giving effect to this measure (Finance Bill 2014) is not expected to receive Royal Assent until later in July 2014. On the assumption that the relevant provisions of the Finance Bill 2014 are enacted in their current form, following Admission, transfers of shares in the Company should qualify for this relief.

The comments on the tax implications described in this document are based on the Directors' current understanding of tax law and practice, are not tailored to any individual circumstances and are primarily directed at individuals who are UK resident and domiciled. Tax rules can change and the precise tax implications for you will depend on your particular circumstances. **If you are in any doubt as to your tax position, you should consult your own independent professional adviser.**

8. General Meeting

Set out at the end of this document is a notice convening the General Meeting of the Company to be held at 11.30 a.m. on 6 August 2014 at The Rubens Hotel, 39 Buckingham Palace Road, London, SW1W 0PS at which the Resolution to authorise the Directors to (i) cancel the admission of the Ordinary Shares to the premium segment of the Official List and to trading on the Main Market; and (ii) to apply for admission of the Ordinary Shares to trading on AIM, will be proposed as a special resolution.

In order to allow for votes to be counted on the Resolution both in respect of all Shareholders (where a 75 per cent. majority in favour is required) and by the independent Shareholders (where a simple majority is required), the voting on the Resolution at the General Meeting will be carried out by way of a poll.

9. Action to be taken

A Form of Proxy for use at the General Meeting accompanies this document.

Whether or not you propose to attend the General Meeting in person, it is important that you complete and sign the Form of Proxy in accordance with the instructions printed on it and return it to the Company's Registrar, Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible and, in any event, so as to be received not later than 11.30 a.m. on 4 August 2014.

If you hold your Ordinary Shares in the Company in uncertificated form (that is, in CREST) you may appoint a proxy or proxies using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting). Proxies submitted via CREST must be received by the Company's agent Capita Asset Services by no later than 11.30 a.m. on 4 August 2014 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of the Form of Proxy, or the use of the CREST electronic proxy appointment service will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so.

10. Irrevocable undertakings

The Directors have received an irrevocable undertaking to vote in favour of the Resolution from Camellia Holding AG which holds in aggregate 51.67 per cent. of the total voting rights as at 10 July 2014, being the last practicable day before the publication of this document.

11. Recommendation

The Board considers that the Cancellation and Admission are in the best interests of the Company and Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution set out in the Notice of General Meeting, as the Directors intend to do in respect of their own beneficial holdings amounting to, in aggregate, 1,873 Ordinary Shares representing approximately 0.07 per cent. of the total voting rights as at 10 July 2014, being the last practicable day before the publication of this document.

Yours faithfully

M C Perkins
Chairman

CAMELLIA PLC

NOTICE OF GENERAL MEETING

Notice is given that a general meeting of Camellia Plc (“**Company**”) will be held at The Rubens Hotel, 39 Buckingham Palace Road, London, SW1W 0PS on 6 August 2014 at 11.30 a.m. for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

SPECIAL RESOLUTION

That the listing of the ordinary shares of 10 pence each in the capital of the Company on the premium segment of the official list of the UK Listing Authority and admission to trading on the London Stock Exchange’s main market for listed securities be cancelled and application be made for admission of the said shares to trading on AIM and the directors of the Company be and are hereby authorised to do and/or procure to be done all such acts and/or things as they may consider necessary or desirable in connection therewith.

BY ORDER OF THE BOARD

J A Morton
Company Secretary

11 July 2014

Registered Office

Linton Park
Linton
Maidstone
Kent
ME17 4AB

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Pursuant to section 360B of the Companies Act 2006 (the “Act”) and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 4 August 2014 (or, if the meeting is adjourned, 6.00 p.m. on the date which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Attending in person

2. If you wish to attend the meeting in person, please confirm your full name and address on entering the meeting.

Proxies

3. A member entitled to attend and vote at the meeting is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder, may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in note 4 below and the notes to the proxy form. The right to appoint a proxy does not apply to any person to whom this notice is sent who is nominated under section 146 of the Act to enjoy information rights (a “Nominated Person”).

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

4. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by contacting the Company’s registrar on 0871 664 0300 (Calls cost 10 pence per minute plus network extras and lines are open 9.00 a.m. to 5.30 p.m. Monday to Friday (from outside the UK: +44 (0)208 639 3399)) or the proxy form may be photocopied. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company’s registrar, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, no later than 11.30 a.m. on 4 August 2014 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held at 11.30 a.m. on 6 August 2014 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Capita Asset Services (CREST Participant ID: **RA10**), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his or her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

Total voting rights

5. As at 10 July 2014 (being the last practicable date before the publication of this notice), the Company’s issued share capital consists of 2,824,500 ordinary shares of 10p each, carrying one vote each. The Company has issued ordinary shares which are held by subsidiaries of the Company and under the Act, no voting rights are exercisable in respect of these shares whilst they remain so held. Accordingly, the Company has total voting rights of 2,762,000.

Questions at the meeting

6. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the Act. The Company must answer any such question unless:
 - (a) to do so would interfere unduly with the preparation for the meeting or would 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.

Website providing information about the meeting

7. The information required by section 311A of the Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at www.camellia.plc.uk.

Nominated Persons

8. A Nominated Person may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the meeting. A Nominated Person is advised to contact the shareholder who nominated him/her for further information on this and the procedure for appointing any such proxy.

If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Such Nominated Person is advised to contact the shareholder who nominated him/her for further information on this.

