



## VERDE AGRITECH PLC

### NOTICE OF 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2021 annual meeting (the “**Meeting**”) of shareholders of Verde AgriTech plc (the “**Company**”) will be held on June 30, 2021 at 3:00 p.m. (EDT) at: **Av. Álvares Cabral, 1777 - 2º Andar - Santo Agostinho, Belo Horizonte - MG, 30170-008, Brazil**. Recognizing the widespread cancellation of public events for the protection of individuals and public safety in the face of the ongoing COVID-19 pandemic, the Meeting will be a closed event, unless the local rules at the place of the meeting permit admission of additional persons by the date of the meeting. Shareholders will however be able to observe the meeting virtually utilizing ZOOM and are invited to submit questions in advance.

The meeting is to transact the following business (of which resolutions 1 through 3 will be proposed as ordinary business and resolution 4 as special business):

#### ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report, the Audited Statement of Accounts and the Auditors’ Report for the year ended December 31, 2020;
2. To appoint PKF Littlejohn LLP, as auditors of the Company in accordance with Section 489 of the Companies Act (the “**Act**”), until the conclusion of the next general meeting of the Company at which audited accounts are laid before shareholders and to authorise the directors of the Company to fix their remuneration; and
3. To elect directors for the ensuing year.

#### SPECIAL BUSINESS

4. To resolve that:
  - (i) all unallocated options issuable pursuant to the Company’s stock option plan, as it may be amended from time to time, be and are hereby approved and authorized, which approval shall remain effective until June 30, 2024; and
  - (ii) any director or officer of the Company be and is hereby authorized to do all such acts and things and to sign, execute and deliver all documents, agreements and statements, as such director or officer may, in their discretion, consider necessary to fully effect and carry out the provisions of the foregoing resolutions.

All of the above resolutions are proposed as ordinary resolutions for the purpose of the UK Companies Act 2006.

This Notice of 2021 Annual General Meeting of Shareholders (the “**Notice**”) and the accompanying Management Information Circular (the “**Circular**”) have been prepared and delivered to shareholders pursuant to the notice-and-access provisions under National Instruments 54-101 and 51-102. Accordingly, this Notice and the accompanying Circular are posted online for our shareholders to view at: <https://docs.tsxtrust.com/2033>. Any Shareholder who wishes to receive a paper copy of the Circular should contact the Company’s transfer agent, TSX Trust Company by mail at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Canada, by email at [TMXEinvestorservices@tmx.com](mailto:TMXEinvestorservices@tmx.com), by toll-free telephone at 1-866-600-5869. A shareholder may also use the toll-free number noted above to obtain additional information about the notice-and-access provisions.

In an effort to mitigate the risks associated with COVID-19, and to preserve the health and safety of our communities, Shareholders, employees and other stakeholders, we are proposing to hold the Annual General Meeting at Av. Álvares Cabral, 1777 - 2º Andar - Santo Agostinho, Belo Horizonte - MG, 30170-008, Brazil, with the minimum attendance required to form a quorum. We are inviting Shareholders to observe the Meeting by joining the Zoom webinar, details of which will be provided on registration at this site: <http://bit.ly/AnnualMeetingShareholders-2021> and to participate by asking your questions in advance. Participants will be able to listen to the proceedings at the Meeting through this method regardless of their geographic location.

Shareholders will not be attending in person and so will not be able to raise questions in the normal manner. Questions will be invited in advance through the following link: <http://bit.ly/SubmitQuestion-2021AGM>. These will be answered either individually or as a grouped set of questions if they relate to the same matter.

**Unless we notify the Shareholders of a change in accordance with the following paragraph, Shareholders will not be admitted to the meeting in person. SHAREHOLDERS ARE ENCOURAGED TO EXERCISE THEIR RIGHT TO VOTE AT THE GENERAL MEETING BY APPOINTING THE CHAIRMAN OF THE MEETING AS THEIR PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE PROXY INSTRUCTIONS INCLUDED IN THE CIRCULAR AS VOTES CAST IN FAVOUR OF ANY OTHER PERSON AS A PROXY WILL FAIL IF THAT PERSON IS UNABLE TO ATTEND IN PERSON AND VOTE.** The Circular accompanying this Notice provides additional information relating to the matters to be dealt with at the Meeting and shall be deemed to form part of this Notice. In addition, please review the explanatory notes attached to this Notice.

DATED May 20, 2021

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Cristiano Veloso”*

Cristiano Veloso  
Director

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