

PART 9

NOTICE OF COURT MEETING



IN THE HIGH COURT OF JUSTICE
BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (CHD)

CR-2022-001466

IN THE MATTER OF VERDE AGRITECH PLC

and

IN THE MATTER OF THE COMPANIES ACT 2006

Section A: NOTICE

NOTICE IS HEREBY GIVEN that, by an order dated 31 May 2022 made in the above matter, the Court has given permission for a meeting (the "**Court Meeting**") to be convened of the holders of Scheme Shares (as defined in the Scheme of Arrangement referred to below) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement (the "**Scheme of Arrangement**") proposed to be made between Verde AgriTech PLC (the "**Company**") and the Scheme Shareholders (as defined in the Scheme of Arrangement) and that such meeting will be held at the offices of Duane Morris, Citypoint, 16th Floor, One Ropemaker Street, London, EC2Y 9AW, UK, on 14 July 2022 at 09:30 EDT, at which place and time all holders of the Scheme Shares (as defined in the Scheme of Arrangement) are requested to attend.

At the Court Meeting, the following resolution will be proposed:

"That the scheme of arrangement dated the Effective Date (the "**Scheme**") between the Company and the Scheme Shareholders (as defined in the Scheme), a print of which has been produced to this meeting and, for the purposes of identification, signed by the Chairman hereof in its original form or with or subject to any modification, addition or condition approved or imposed by the Court, be approved and the Directors of the Company be authorised to take all such actions as they consider necessary or appropriate for carrying the Scheme into effect."

A copy of the Scheme and a copy of the explanatory statement required to be furnished pursuant to section 897 of the Companies Act 2006 are incorporated in the document of which this notice forms part.

Duane Morris

Solicitors for the Company

Section B: NOTES TO NOTICE

This Notice of Court Meeting of Shareholders (the “**Notice**”) and the accompanying 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, 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.

We are also inviting Shareholders to observe the Court Meeting by joining the Zoom webinar, details of which will be provided on registration at this site: <https://bit.ly/SpecialMeetingOfShareholders-2022> and to participate by asking your questions in advance. Participants will be able to listen to the proceedings at the Court Meeting through this method regardless of their geographic location.

Questions will be invited in advance through the following link: <https://bit.ly/SubmitQuestion-2022SpecialMeeting>. These will be answered either individually or as a grouped set of questions if they relate to the same matter.

SHAREHOLDERS ARE ENCOURAGED TO EXERCISE THEIR RIGHT TO VOTE AT THE COURT MEETING BY APPOINTING THE CHAIRMAN OF THE COURT MEETING AS THEIR PROXY IN ADVANCE OF THE COURT 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 Court Meeting and shall be deemed to form part of this Notice. In addition, please review the explanatory notes attached to this Notice.

1. Entitlement to attend and vote

1.1 Only those members registered on the Company’s register of members at:

1.1.1 09:00 EDT on 12 July 2022; or,

1.1.2 if this Court Meeting is adjourned, at 09:00 EDT on the day two (2) days prior to the adjourned Court Meeting, shall be entitled to attend and vote at the Court Meeting.

2. Attending in person

2.1 If you wish to attend the Court Meeting in person, you may be asked for your name and address to confirm your identity.

3. Appointment of proxies

3.1 Any shareholder is entitled to appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at the Court Meeting and you should have received a BLUE Form

of Proxy with this Notice. You can only appoint a proxy using the procedures set out in these notes and the notes to the BLUE Form of Proxy (the procedures are also described in the Circular).

- 3.2 A shareholder may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A shareholder may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a shareholder of the Company. If you appoint a proxy and attend the Court Meeting in person, your proxy appointment will automatically be terminated.
- 3.3 If you wish to appoint a person or company other than the Chairman of the Court Meeting, please insert the name of your chosen proxy in the space provided on the BLUE Form of Proxy, however in the special circumstances applicable to this Court Meeting it is strongly recommended to appoint the Chairman of the Court Meeting as your proxy. Any alterations to this form must be initialed.
- 3.4 The securities represented by the BLUE Form of Proxy will be voted or withheld from voting as directed by the shareholder, however, if such direction is not made in respect of any matter, the proxy will be voted in favour of the passing of the matters set forth in the Notice (and if any other matters come before the Court Meeting the proxy will be voted on such matters in accordance with the best judgement of the appointed proxy).

4. Appointment of proxy using hard copy BLUE Form of Proxy

- 4.1 The notes to the BLUE Form of Proxy explain how to direct your proxy to vote on each resolution or withhold your vote.
- 4.2 Completion and return of a BLUE Form of Proxy will not preclude a shareholder from attending and voting in person at the Court Meeting should he or she so decide.
- 4.3 To appoint a proxy using the BLUE Form of Proxy, the form must be:
 - 4.3.1 completed and signed;
 - 4.3.2 sent or delivered to the Company's registrar and Transfer Agent, TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada or faxed to (416)-595-9593; and
 - 4.3.3 received no later than 48 hours (excluding weekends and holidays) prior to the Court Meeting, being 9:30 EDT on 12 July 2022.
- 4.4 Any power of attorney or other authority (if any) under which it is signed (or a notarized certified copy of such power of authority) must be included with the BLUE Form of Proxy.

5. Joint Holders

- 5.1 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of shareholders in respect of the joint holding (the first-named being the most senior).

6. Changing Proxy Instructions

- 6.1 To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 6.2 Where you have appointed a proxy using the hard-copy BLUE Form of Proxy and would like to change the instructions using another hard-copy BLUE Form of Proxy, please contact TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario, M5H4H1, Canada.
- 6.3 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.

7. Termination of Proxy Appointments

- 7.1 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 TSX Trust Company at 301 - 100 Adelaide Street West, Toronto, Ontario M5H 4H1, Canada.
- 7.2 In the case of a shareholder that 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.
- 7.3 The revocation notice must be received by the Company no later than 48h hours (excluding weekends and holidays) prior to the Court Meeting, at 9:30 EDT on 12 July 2022.
- 7.4 If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
- 7.5 Appointment of a proxy does not preclude you from attending the Court Meeting and voting in person. If you have appointed a proxy and attend the Court Meeting in person, your proxy appointment will automatically be terminated.

8. Notice-and-Access

- 8.1 In November 2012, the Canadian Securities Administrators announced the adoption of regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are now permitted to advise their shareholders of the availability of all proxy - related materials on an easily accessible website, rather than mailing physical copies of the materials. The Company has decided to deliver the materials for the Court Meeting (the "**Court Meeting Materials**") to shareholders by posting the Court Meeting Materials on TSX Trust Company's website at <https://docs.tsxtrust.com/2033>. This is also in compliance with the Company's UK Articles

of Association which permit electronic notices to be served by making them available on a website.

- 8.2 The Court Meeting Materials will also be available on the Company's website from 14 June 2022 (www.investor.verde.ag), and will remain on the website for one full year thereafter. The Court Meeting Materials will also be available on SEDAR at www.sedar.com. Any registered or non-registered shareholder of the Company wishing to receive a paper copy of the Circular may do so by calling the toll-free number at 1-866-600-5869. In order to receive a paper copy in time to vote before the Court Meeting, your request should be received by 5 July 2022, being at least five (5) Business Days in advance of the proxy deposit date. Shareholders may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

9. Corporate Representatives

- 9.1 In order to facilitate voting by corporate representatives at the Court Meeting, arrangements will be put in place at the Court Meeting so that:

9.1.1 if a corporate shareholder has appointed the Chairman of the Court Meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the Court Meeting, then on a poll those corporate representatives will give voting directions to the Chairman of the Court Meeting and the Chairman will vote (or withhold a vote) as a corporate representative in accordance with those directions; and

9.1.2 Corporate shareholders are encouraged to appoint the Chairman of the Court Meeting as a proxy for the reasons noted above, however if more than one corporate representative for the same corporate shareholder attends the Court Meeting but the corporate shareholder has not appointed the Chairman of the Court Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman of the Court Meeting is being appointed as described in (i) above.

10. Help with completing the BLUE Form of Proxy

- 10.1 If you are in any doubt about completing the BLUE Form of Proxy, please contact the Transfer Agent.