

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the Resolution to be voted on at an Extraordinary General Meeting of the Company to be held on 18 June 2014. If you are in any doubt about the contents of this document and the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if not, another appropriately authorised independent financial adviser.**

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy as soon as possible to the purchaser, transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The Existing Ordinary Shares and the Consideration Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States or qualify for distribution under any of the relevant securities laws of Australia, Canada, Japan or the Republic of Ireland, nor has any prospectus in relation to the Existing Ordinary Shares and/or the Consideration Shares been lodged with or registered by the Australian Securities and Investments Commission, the Japanese Ministry of Finance or the Irish Financial Regulator. Accordingly, subject to certain exceptions, the Existing Ordinary Shares and the Consideration Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into or within the United States, Australia, Canada, Japan or the Republic of Ireland. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute or form part of any offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Existing Ordinary Shares nor any Consideration Shares nor shall it or any part of it or the fact of its distribution form the basis of, or be relied upon in connection with any contract therefor.

The whole of this document should be read.

## **CAMBRIA AFRICA PLC**

*(incorporated and registered in the Isle of Man under number 001773V)*

**Proposed issue of 5,500,000 new Ordinary Shares in consideration**

**for the acquisition of a Malawi based chemical distributor**

**and Notice of Extraordinary General Meeting**

***Nominated Adviser***

**WH Ireland Limited**

WH Ireland, which is authorised and regulated by the FCA, is acting as the Company's nominated adviser and will not be offering advice 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 herein. The responsibilities of WH Ireland as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any Director, Shareholder or any other person, in respect of his decision to acquire Shares in the Company in reliance on any part of this document or otherwise. WH Ireland is not making any representation or warranty, express or implied, as to the contents of this document.

**Notice of an Extraordinary General Meeting of Cambria Africa Plc, to be held at 1 Berkeley Street, Mayfair, London; at 9 a.m. on 18 June 2014, is set out at the end of this document. Whether or not you intend to attend the Extraordinary General Meeting, Shareholders are requested to complete and return the accompanying Form of Proxy as soon as possible and, in any event, so as to be received by the Company's Registrar, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 9.00 a.m. on 16 June 2014. The completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they subsequently wish to do so.**

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	2 June 2014
Latest time and date for receipt of Forms of Proxy	9 a.m. 16 June 2014
Extraordinary General Meeting	9 a.m. 18 June 2014
Admission to trading on AIM of the Acquisition Shares	25 June 2014

**Note:**

All references to time in this document are to London time. Each of the times and dates in this document may be subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to shareholders by announcement through a regulatory information service.

## ISSUE STATISTICS

Number of Existing Ordinary Shares	99, 155, 162
Number of Consideration Shares being issued for the Acquisition by the Company	5,500,000
Number of Ordinary Shares in issue immediately following Admission	104,655,162
Number of Consideration Shares as a percentage of the Enlarged Share Capital	5.26%

## LETTER FROM THE CHAIRMAN OF THE COMPANY

Ian Perkins (*Chairman*)  
Paul Turner (*Deputy Chairman*)  
Edzo Wisman (*Chief Executive Officer*)  
Fred Jones (*Non-Executive Director*)  
Itai Mazaiwana (*Non-Executive Director*)

**Registered office :**  
33 – 34 Athol Street  
Douglas  
Isle of Man

2 June 2014

Dear Shareholder,

## CAMBRIA AFRICA PLC

*(incorporated and registered in the Isle of Man under number 001773V)*

### **Acquisition of a Malawi based chemicals distributor by allotment of 5,500,000 new Ordinary Shares and Notice of Extraordinary General Meeting**

#### **1. Introduction**

The Company has announced today that it proposes to allot and issue 5,500,000 (five million and five hundred thousand) new Ordinary Shares (the “Consideration Shares”) as consideration for the purchase of 100% of the outstanding share capital of Chemicals & Marketing Company Limited (“C&M”), a leading Malawi chemicals distributor. The allotment and issue will be made on the basis of the Special Resolution contained in the notice of extraordinary general meeting appearing at the end of this document (the “EGM”), provided such resolution is passed.

The purpose of this document is to provide you with details of and to explain the benefits of the proposal and to set out the reasons why the Board considers it to be in the best interests of the Company and its shareholders as a whole and why the Directors are recommending that you vote in favour of the Special Resolution at the EGM.

#### **2. Reasons for the proposed acquisition**

Acquisition of C&M, a company which originally emerged out of leading British chemicals company ICI, will have a number of potential benefits for shareholders, as it is directly in line with the strategy of Cambria Africa Plc (“the Company” or “Cambria”) of building high growth, high quality regional companies.

The acquisition of C&M is being done for and on behalf of Millchem Africa Limited (“Millchem”); a wholly-owned subsidiary of the Company and it will represent a significant step forward for Millchem in its regional roll-out strategy, providing it with an immediate leading position in Malawian chemicals distribution, in addition to Millchem’s existing presence in Zimbabwe and Zambia.

The acquisition of C&M is attractive to Millchem for commercial and strategic reasons, including, amongst others:

- provides immediate national distribution coverage in Malawi, through C&M's branches in the economic hubs of Blantyre, Lilongwe, and Mzuzu, as well as decades of hands-on experience in business development, industrial marketing and sales of chemicals in the country from the team
- C&M brings an existing customer base and product portfolio in Malawi, generating a steady stream of orders and throughput, providing an ideal base for Millchem to expand upon
- provides Millchem with new supplier relationships, a large library of formulations, as well as attractive international trade finance relationships.
- C&M has a strong asset base for logistics and production, with its own warehouses and industrial land, ideal starting points for further development of bulk storage, de-bulking, mixing and blending; all typical value-add activities for a chemicals distributor

The acquisition of C&M will immediately increase the scale and scope of Millchem (as well as Cambria), with all of C&M's revenue derived in Malawi, and approximately half of it from proven and attractive product lines which are new for Millchem. C&M had sales of US\$2.5 million during calendar year 2013, and as such provides an immediate approximate 50% growth to Millchem's top line and had Earnings before Interest and Tax of approximately US\$177,000.

The acquisition of C&M delivers significant diversification for Millchem in terms of geography as well as products and services. All of C&M's sales are generated in Malawi, with approximately half of these sales represented by product lines similar and/or complementary to Millchem's, and the other half being new and appealing additions to Millchem's product mix.

Identified potential synergies include improving gross margins through enhanced sourcing, pursuing joint cost-efficiencies and adding new suppliers, product lines and value-added services.

## **5. Extraordinary General Meeting**

Set out at the end of this document is a notice convening an Extraordinary General Meeting to be held at 1 Berkeley Street, Mayfair, London; on 18 June 2014, commencing at 9.00 a.m. The purpose of the EGM is to authorise the Directors to allot 5,500,000 new ordinary shares as consideration for the acquisition of 100% of the outstanding share capital of C&M, a leading Malawi chemicals distributor, without reference to statutory pre-emption rights, in order to allow the Acquisition to proceed.

The Resolution, which will be proposed at the General Meeting as a Special Resolution, will:

- i. grant authority to the Directors under Section 4 of the Articles of Association to allot 5,500,000 new ordinary shares as consideration for the acquisition; and
- ii. give the Directors power to allot 5,500,000 new ordinary shares as consideration for the acquisition as if pre-emption rights did not apply to such allotment.

The terms of the Special Resolution provide that the authority and power of the Directors is limited to the allotment of the 5,500,000 ordinary shares and that such authority and power of the Directors expires on 31 August 2014 if not previously utilised. The authorities sought are in addition to all existing authorities and, accordingly, if the Resolution is passed it will not affect the general authority and power of the Directors to allot Ordinary Shares pursuant to Regulation 4 of the Articles of Association of the Company.

## **6. Action to be taken**

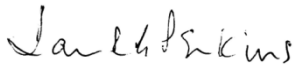
You will find enclosed with this document a Form of Proxy for use at the EGM.

Whether or not Shareholders propose to attend the Extraordinary General Meeting in person, it is important that Shareholders complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrars, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible and, in any event, so as to be received not later than 9.00 a.m. on 16 June 2014. The completion and return of a Form of Proxy will enable a Shareholder to vote at the EGM without having to be present in person but will not preclude a Shareholder from attending the EGM and voting in person if he so wishes. If a Shareholder has appointed a proxy and attends the EGM in person, his proxy appointment will automatically terminate and his votes in person will stand in its place.

## **7. Recommendation**

The Directors consider the acquisition of C&M by issue of 5,500,000 new ordinary shares in Cambria Africa Plc to be in the best interests of Shareholders and the Company as a whole and recommend that Shareholders vote in favour of the Resolution.

Yours faithfully,

A handwritten signature in dark ink, appearing to read 'Ian Perkins', written in a cursive style.

IAN PERKINS  
*Chairman*

## NOTICE OF GENERAL MEETING

# CAMBRIA AFRICA PLC

*(incorporated and registered in the Isle of Man under number 001773V)*

### Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Cambria Africa Plc (the "Company") will be held at 1 Berkeley Street, Mayfair, London on 18 June 2014 at 9.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution.

### Special Resolution

THAT:

- 1.1 the Directors of the Company be and are hereby generally and unconditionally authorised (notwithstanding and without prejudice to the general authority of the Directors of the Company pursuant to paragraph 4 of the Articles of Association, to the extent that the same has not been utilised) to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company (such shares and such rights to subscribe for or to convert any security into shares in the Company being "equity securities") on such terms and in such manner as they shall think fit, provided that this authority shall be limited to the allotment no later than 31 August 2014 of the being equity securities up to a maximum aggregate nominal amount of £550; and
- 1.2 the Directors of the Company be authorised to allot equity securities of the Company for consideration other than cash pursuant to the authority conferred by paragraph 1.1 of this resolution above, such power to expire (unless the authority conferred by paragraph 1.1 of this resolution above is previously renewed, revoked or varied) on 31 August 2014. This power is limited to the allotment of the 5,500,000 new ordinary shares of £0.0001 each.

Dated: 2 June 2014

*By order of the Board*

Northern Wychwood Limited

*Company Secretary*

*Registered office: 33 – 34 Athol Street, Douglas, Isle of Man*

## Notes:

### 1. Entitlement to Attend and Vote

The Company specifies that only those holders of Ordinary Shares of £0.0001 each in the capital of the Company registered in the Company's Register of Members at:

- 1.1 6.00 p.m. on 16 June 2014; or
- 1.2 if this meeting is adjourned, at 6.00 p.m. two working days prior to the adjourned meeting; shall be entitled to attend and vote at the Meeting in respect of the number of Ordinary Shares of £0.0001 each in the capital of the Company registered in their name at that time.

Subsequent changes to entries in the Register of Members as at 6.00 p.m. on 16 June 2014 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### 2. Appointment of proxies

- 2.1 If you are a member of the Company at the time set out in paragraphs 1.1 or 1.2 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting (whether on a show of hands or on a poll) and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to your proxy form.
- 2.2 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- 2.3 The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
  - 2.3.1 completed and signed;
  - 2.3.2 sent or delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU; and
  - 2.3.3 received by Capita Asset Services no later than 48 hours before the meeting.
- 2.4 In the case of a member which is a Company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 2.5 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 2.6 To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at this or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

- 2.7 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 members in respect of the joint holding (the first named being the most senior).
- 2.8 Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
- 2.9 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.
- 2.10 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf of all its powers as a member provided that they do not do so in relation to the same shares.

### **3. Attending in Person**

The sending of a completed form of proxy to the Company's Registrar will not preclude members from attending and voting at the meeting, or any adjournment thereof, in person, should they so wish.