

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



## 2013 Annual General Meeting

# CAMBRIA AFRICA PLC

(the "Company")

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

## ANNUAL GENERAL MEETING

Directors:

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

Registered Office:

c/o Appleby Trust (Isle of Man) Limited  
33 – 37 Athol Street  
Douglas  
Isle of Man

25 March 2013

**To the Shareholders and, for information only, to the Option and Warrant Holders**

Dear Shareholder,

The fifth Annual General Meeting of the Company will take place at The Queen Suite, The Chesterfield Mayfair Hotel on 22 April 2013 at 9 a.m. This letter provides you with some background and an explanation of the Resolutions to be put to the Annual General Meeting as contained in the enclosed notice of Annual General Meeting.

**BUSINESS OF THE ANNUAL GENERAL MEETING TO BE HELD ON 22 APRIL 2013**

**Ordinary Business**

***Resolution 1 – Receiving and adopting the Accounts***

The Board recommends the receiving and adopting of the audited accounts of the Company for the year ended 31 August 2012, together with the Report of the Directors' and the Auditors' Report.

***Resolution 2 – Auditors Re-appointment and Remuneration***

This resolution relates to the re-appointment of KPMG Audit LLC as the Company's auditors and authorises the directors to determine their remuneration.

***Resolution 3 - 4 – Directors***

The Board recommends the re-election of Tania Sanders (executive director and Chief Financial Officer), who was appointed to the Board on April 3 April 2012. Being eligible, Tania offers herself for re-election.

The Board recommends the re-election of Ian Perkins (non-executive director), who was appointed to the Board on 24 February 2012 and is retiring voluntarily in order to ensure continuity of the Board. Being eligible, Ian offers himself for re-election.

## Special Business

### **Resolution 5 – Company’s Investment Strategy and Policy**

Cambria Africa plc is an Investing Company as defined in the AIM Rules for Companies. As provided for in the Company’s AIM Admission Document published on 5 December 2007, the Company is required to approve the continuation of its investment strategy at each Annual General Meeting.

Given the change in governance ushered by the appointment of a new Board of Directors at the fourth Annual General Meeting and the transition away from Lonrho plc and the cessation of the associated Lonrho Management Services Agreement, the Board considers it prudent to take this opportunity to update and amend the Company’s Investing Policy in line with the changes.

Resolution 5 therefore seeks the approval of proposed amendments to the Company’s Investment Strategy and Policy as set out below:

#### Company’s Investment Strategy and Policy

*The Company’s investment objective is to provide Shareholders with long term capital appreciation through the investment of its capital in Zimbabwe, and as the Board deems fit, countries surrounding Zimbabwe, as well as the remainder of Sub-Saharan Africa, with a bias towards Southern and Eastern Africa.*

*While the Company will not have a particular sectoral focus, utilising the investment skills of the Directors and their advisors, the Company will seek to identify individual companies in sectors best positioned to benefit from the economic growth outlook for Sub-Saharan Africa.*

*The Company will use existing investments as a platform to enter into new opportunities, through either mergers or acquisitions, or may make outright acquisition of new investments in business within Sub-Saharan Africa but having a significant exposure to assets, businesses or operations within Zimbabwe, countries surrounding Zimbabwe, as well as Southern and Eastern Africa.*

*While there will not be any limit on the number or size of investments the Company can make in any sector, the Directors will seek to diversify the Company’s investments across sectors in order to mitigate risk and to avoid concentrating the portfolio in any single sector.*

*The Company’s interest in a proposed investment or acquisition may range from a minority position to full ownership. The Company intends, in any event, to actively manage the operations of the companies it has invested in. Wherever possible the Company will seek to achieve board control and/or financial control of its portfolio companies, within the limits allowed by the regulatory and/or legal framework.*

*The Directors believe that through their individual and collective experience of investing and managing acquisitions and disposals in Africa, they have the necessary skills to manage the Company. Prior to any investment decisions being taken by the Board of the Company, a thorough due diligence process will be undertaken by the Company’s appointed independent specialist financial and legal advisers.*

*The Directors may, as a means to maximize value of the investment portfolio, decide to, among others, entirely or partially wind-down, liquidate, divest, merge and/or list investments at times it deems appropriate.*

*As an investment company with a focus on Sub-Saharan Africa, there are a number of risks inherent to the area of investment which the Company is exposed to, which include but are not limited to currency risk, emerging market risk, economic risk, capital markets risk, political risk and risks relating to acquisitions, mergers and divestitures. Therefore the Company's investment strategy is dependent upon effective risk management and having an appropriate risk governance framework and it is therefore possible that a significant period of time may elapse before an investment by the Company will produce any returns.*

*The implementation of the Company's strategy for future growth will depend upon a number of factors, many of which may not be under the control of the Company and accordingly, the Company may not be able to make any profits and may incur losses.*

The Directors intend to seek the consent of the Shareholders for the investment policy on an annual basis. The Company and its Directors will comply as a matter of policy with the OFAC and Regulation (EC) No. 314/2004 regulations.

***Resolution 6 – Amendment of Article 4.2 of the Company's articles of association (the "Articles of Association") – Number of shares available to grant options***

In terms of article 4.2 of the Articles of Association the Directors are authorised to grant options over the Ordinary Shares on such terms as they shall in their discretion determine up to such maximum number of Ordinary Shares as represents 5 per cent of the number of Ordinary Shares as were in issue immediately following the admission of the Ordinary Shares to trading on the AIM market of the London Stock Exchange (being 36,450,000 Ordinary Shares). As options to subscribe for up to 1,000,000 Ordinary Shares have already been granted by the Board, the Board is therefore limited to grant options over a further 822,500 Ordinary Shares only.

In order to attract and retain suitable personnel, the Directors would like authority to increase the number of Ordinary Shares over which the Company may grant options. Accordingly, the Board recommends the last paragraph of Article 4.2 of the Articles of Association be amended as follows:

*"The Directors are authorised to grant options over the Ordinary Shares on such terms as they shall in their discretion determine up to such maximum number as represents 10 per cent of the number of Ordinary Shares as was in issue at the date of the Company's most recent annual general meeting"*

**ANNUAL GENERAL MEETING**

A Form of Proxy for use at the meeting is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars so as to arrive no later than 48 hours before the time fixed for the meeting. The return of the Form of Proxy will not, however, prevent you from attending the meeting and voting, in person, should you wish to do so.

In order to be passed, resolutions 1 to 5 (inclusive) must be passed as ordinary resolutions and accordingly be approved by members holding in excess of 50 per cent of the voting rights exercised in respect of such resolutions at the meeting and resolution 6 must be passed as a special resolution and accordingly be approved by members holding 75 per cent (or more) of the voting rights exercised in respect of that resolution at the meeting.

**RECOMMENDATION**

The Board considers that each of the resolutions is in the best interests of the Company and its shareholders as a whole and unanimously recommends that shareholders should vote in favour of each of them.

Yours faithfully

A handwritten signature in cursive script that reads "Ian Perkins".

IAN PERKINS  
Chairman

# CAMBRIA AFRICA PLC

(the "Company")

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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fifth Annual General Meeting of the Company will be held at The Queen Suite, The Chesterfield Mayfair Hotel on 22 April 2013 at 9 a.m. for the following purposes:

### Ordinary Business:

1. To receive the Company's accounts for the year ended 31 August 2012, and the auditors' and directors' report thereon.
2. To re-appoint KPMG Audit LLC as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which financial statements are laid before the Company and to authorise the directors to agree their remuneration.
3. In accordance with article 84 of the Company's articles of association to re-elect Mrs Tania Sanders as executive director and Chief Financial Officer of the Company.
4. In accordance with article 83 of the Company's articles of association to re-elect Mr Ian Perkins as a non-executive director of the Company.

### Special Business:

5. To approve the amendment of the Company's Investment Strategy and Policy as set out in the circular to shareholders dated 25 March 2013 accompanying this notice and as read with circular to shareholders dated 1 April 2009 and the Company's Admission Document published on 5 December 2007 and available for inspection at the Company's registered office.
6. To amend the Company's articles of association by deleting the third paragraph of article 4.2 and inserting the following new paragraph in its place:

*"The Directors are authorised to grant options over the Ordinary Shares on such terms as they shall in their discretion determine up to such maximum number as represents 10 per cent of the number of Ordinary Shares as was in issue at the date of the Company's most recent annual general meeting"*

By order of the Board

Ian Perkins  
25 March 2013

Registered office:  
33-37 Athol Street  
Douglas  
Isle of Man  
IM1 1LB  
Registered No. 001773V

## Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxy or proxies to attend and vote in his place. A proxy need not be a member of the Company, but is entitled to exercise all or any of the member's rights to attend and to speak and vote at a meeting of the Company.

A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To appoint more than one proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid.

2. To be valid, a completed form of proxy, together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy thereof), must be deposited at the offices of the Company's registrars, Capita Registrars (Isle of Man) Limited, 3rd Floor Exchange House, 54-62 Athol Street, Douglas, Isle of Man IM86 2BA (where applicable use reply paid envelope enclosed), not less than 48 hours before the time set for the meeting or adjourned meeting (as the case may be).
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 Registrars Limited (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 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.
4. Completion and return of a form of proxy will not prevent a shareholder from subsequently attending and voting in person at the Annual General Meeting.
5. In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the relevant joint holding.
6. Pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006, the Company specifies that only those shareholders registered in the Register of Members of the Company as at 6.00 p.m. on 20 April 2013, 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 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 2013 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.
7. As at 22 March 2013 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consisted of 66,749,023 ordinary shares of £0.0001 each. Each ordinary share carries the right to vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 22 March 2013 was 66,749,023.