

**TERRA CAPITAL PLC**  
(the “Company”)

**Notice of Annual General Meeting**

NOTICE is hereby given that the Annual General Meeting of the Company will be held at the offices of Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, IM1 1JB, British Isles on Wednesday 5 August 2015 at 3.00pm to consider the following resolutions:

**ORDINARY RESOLUTIONS**

1. THAT the Report of the Directors, Auditors’ Report and the Audited Consolidated Financial Statements of the Company for the year ended 31 December 2014 be received and adopted.
2. THAT KPMG Audit LLC Isle of Man, who has indicated their willingness to continue in office, be re-appointed as Auditors of the Company for the year to 31 December 2015.
3. THAT the Directors be authorised to determine the remuneration of the Auditors.
4. To re-appoint as a director Mr Dirk Van den Broeck who retires in accordance with the Articles of Association and offers himself for re-election.
5. To re-appoint as a director Mr Ian Dungate who retires in accordance with the Articles of Association and offers himself for re-election.
6. THAT the Company be authorised to make market purchases of its own shares as follows:
  - i) the maximum number of shares authorised to be purchased is up to 14.99 per cent of the shares in issue at the time of the passing of this resolution;
  - ii) the minimum price which may be paid for each Ordinary Share is 10 US cents per share;
  - iii) the maximum price which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share for the five business days immediately preceding the date on which the Ordinary Share is purchased; and
  - iv) this authority will expire on the earlier of 15 months from the passing of this resolution or the conclusion of the next annual general meeting.

BY ORDER OF THE BOARD

**Ian Dungate**  
Company Secretary  
25 June 2015

**Registered office**  
Millennium House  
46 Athol Street  
Douglas  
Isle of Man  
IM1 1JE  
British Isles

**Notes:**

- 1 A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote instead of him; a proxy need not be a member of the Company. In the case of joint holders, if more than one of such joint holder is present, only the person whose name stands first in the Register of Members in respect of the relevant joint holding will be entitled to vote, whether in person or by proxy.
- 2 A form of proxy accompanies this Notice. Completion and return of the form of proxy will not preclude a member from attending and voting at the Meeting if he so wishes. In the event that a member who has lodged a form of proxy attends the Meeting, his form of proxy will be deemed to have been revoked.
- 3 In order to be valid, the instrument appointing a proxy and the power of attorney or any authorisations of corporate representatives or other authority (if any) under which it is signed, or a copy, certified by a notary, of such power of attorney or authority, should be deposited at Galileo Fund Services Limited, Millennium House, 46 Athol Street, Douglas, Isle of Man, 1 1JB, British Isles (Attn: David Parnell, fax: +44 1624 692601), no later than 48 hours before the time appointed for holding the meeting.