

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

R.E.A. HOLDINGS PLC

At an annual general meeting of R.E.A. Holdings PLC, duly convened and held on 11 June 2013, the following resolutions were passed as ordinary resolutions:

ORDINARY RESOLUTION

That the authorised share capital of the company (being the maximum amount of shares in the capital of the company that the company may allot) be and is hereby increased from £60,250,000 to £75,250,000 by the creation of 15,000,000 9 per cent cumulative preference shares of £1 each ranking pari passu in all respects with the existing 9 per cent cumulative preference shares of £1 each in the capital of the company.

ORDINARY RESOLUTION

That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the company to allot, and to grant rights to subscribe for or to convert any security into, shares in the capital of the company (other than 9 per cent cumulative preference shares) up to an aggregate nominal amount (within the meaning of sub-sections (3) and (6) of section 551 of the Act) of £1,896,363.75; such authorisation to expire at the conclusion of the next annual general meeting of the company (or, if earlier, on 30 June 2014), save that the company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

ORDINARY RESOLUTION

That the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the company to allot, and to grant rights to subscribe for or to convert any security into, 9 per cent cumulative preference shares in the capital of the company ("preference shares") up to an aggregate nominal amount (within the meaning of sub-sections (3) and (6) of section 551 of the Act), subject to the passing of resolution 10 set out in the notice of the 2013 annual general meeting of the company £15,000,000, such authorisation to expire at the conclusion of the next annual general meeting of the company (or, if earlier, on 30 June 2014), save that the company may before such expiry make any offer or agreement which would or might require preference shares

to be allotted or rights to be granted, after such expiry and the directors may allot preference shares, or grant rights to subscribe for or to convert any security into preference shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

At an annual general meeting of R.E.A. Holdings PLC, duly convened and held on 11 June 2013, the following resolutions were passed as special resolutions:

SPECIAL RESOLUTION

That, subject to the passing of resolution 11 set out in the notice of the 2013 annual general meeting of the company (the "2013 Notice"), the directors be and are hereby given power:

- (a) for the purposes of section 570 of the Companies Act 2006 (the "Act"), to allot equity securities (as defined in sub-section (1) of section 560 of the Act) of the company for cash pursuant to the authorisation conferred by resolution 11 set out in the 2013 Notice; and
- (b) for the purposes of section 573 of the Act, to sell ordinary shares (as defined in sub-section (1) of section 560 of the Act) in the capital of the company held by the company as treasury shares for cash

as if section 561 of the Act did not apply to the allotment or sale, provided that such powers shall be limited:

- (i) to the allotment of equity securities in connection with a rights issue or open offer in favour of holders of ordinary shares and to the sale of treasury shares by way of an invitation made by way of rights to holders of ordinary shares, in each case in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them on the record date for participation in the rights issue, open offer or invitation (and holders of any other class of equity securities entitled to participate therein or, if the directors consider it necessary, as permitted by the rights of those securities) but subject in each case to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares (other than treasury shares being sold), record dates or legal, regulatory or practical difficulties which may arise under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory whatsoever; and
- (ii) otherwise than as specified at (i) above, to the allotment of equity securities and the sale of treasury shares up to an aggregate nominal amount (calculated, in the case of the grant of rights to subscribe for, or convert any security into, shares in the capital of the company, in accordance with sub-section (6) of section 551 of the Act) of £417,681

and shall expire at the conclusion of the next annual general meeting of the company (or, if earlier, on 30 June 2014), save that the company may before

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such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities or sell treasury shares, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTION

That a general meeting of the company other than an annual general meeting may be called on not less than 14 clear days' notice.



R.E.A Services Limited
Company Secretary