

NOTICE OF GENERAL MEETING

R.E.A. Holdings plc

(Incorporated in England and Wales with registered number 671099)

Notice is hereby given that a general meeting of the company will be held at the London offices of Ashurst LLP at London Fruit and Wool Exchange, 1 Duval Square, London E1 6PW on 12 February 2024 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution.

An announcement of the results of the voting at the general meeting will be made through a Regulatory Information Service and will appear on the company's website (www.rea.co.uk).

Ordinary resolution

THAT the proposed further investment by PT Dharma Satya Nusantara Tbk in PT REA Kaltim Plantations, the potential sale of PT Cipta Davia Mandiri and the proposed intra-group sale and purchase of PT Prasetia Utama (the "**proposals**") all as described in the circular to shareholders of the company dated 25 January 2024 of which this notice forms part (the "**circular**") be and are hereby approved for the purposes of Chapters 10 and 11 of the Listing Rules of the Financial Conduct Authority, and any and all of the directors of the company (the "**directors**") (or a duly constituted committee thereof) be and are hereby authorised:

- (a) to take all such steps, execute all such agreements, and make all such arrangements as they may consider necessary, expedient, desirable or appropriate to complete, implement and to give effect to, or otherwise in connection with, this resolution, the proposals and any associated and ancillary matters and documents relating thereto; and
- (b) to agree and make any such modifications, variations, revisions, waivers, amendments or extensions in relation to any of the foregoing as they may consider necessary, expedient, desirable or appropriate, provided such modifications, variations, revisions, waivers, amendments or extensions do not materially change the terms of the proposals for the purposes of the Financial Conduct Authority's Listing Rule 10.5.2.

By order of the board

R.E.A. Services Limited
Secretaries

Registered office:
5th Floor North
Tennyson House
159-165 Great Portland Street
London W1W 5PA

25 January 2024

Notes:

1. The company specifies that in order to have the right to attend and vote at the above convened general meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the company at 6.00 p.m. on 8 February 2024 or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. As at the date of the above notice of general meeting, dividends payable to holders of the preference shares have been in arrear for a period of more than six months. Accordingly, in accordance with article 3.2(e)(i) of the company's articles of association, in addition to the holders of the ordinary shares, the holders of the preference shares are entitled to attend and vote at the above convened general meeting.

3. A shareholder may appoint another person as that holder's proxy to exercise all or any of the holder's rights to attend, speak and vote at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to (a) different share(s) held by the holder. A proxy need not be a member of the company. A form of proxy for the meeting is enclosed. To be valid, forms of proxy and other written instruments appointing a proxy must be received by post or by hand (during normal business hours only) by the company's registrars, Computershare Investor Services PLC, by no later than 11.00 a.m. on 8 February 2024. Alternatively, appointment of a proxy may be submitted electronically by visiting www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown on the form or proxy, so that appointment is received by the service by no later than 11.00 a.m. on 8 February 2024 or the CREST electronic proxy appointment service as described below. Completion of a form of proxy or other written instrument appointing a proxy, or any appointment of a proxy submitted electronically, will not preclude a shareholder from attending and voting in person at the meeting if such holder wishes to do so.

4. CREST members may register the appointment of a proxy or proxies for the above convened general meeting and any adjournment(s) thereof through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST) subject to the company's articles of association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

5. In order for a proxy appointment or instruction regarding a proxy appointment made or given using the CREST service to be valid, the appropriate CREST message (a "CREST proxy instruction") must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("Euroclear") and must contain the required information as described in the CREST Manual (available via www.euroclear.com/CREST). The CREST proxy instruction, regardless of whether it constitutes a proxy appointment or an instruction to amend a previous proxy appointment, must, in order to be valid, be transmitted so as to be received by the company's registrars (ID: 3RA50) by 11.00 a.m. on 8 February 2024. 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 applications host) from which the company's registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

6. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for 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(s), to procure that such member's CREST sponsor or voting service provider(s) take(s)) 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 sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

7. If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the company and approved by the company's registrar, Computershare Investor Services PLC. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11.00 am on 8 February 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

8. The rights of members in relation to the appointment of proxies described above do not apply to persons nominated under section 146 of the Companies Act 2006 to enjoy information rights ("nominated persons") but a nominated person may have a right, under an agreement with the member by whom such person was nominated, to be appointed (or to have someone else appointed) as a proxy for the above convened general meeting. If a nominated person has no such right or does not wish to exercise it, such person may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

9. A corporation which is a member of the company may authorise one or more person to act as the corporation's representative(s) at the general meeting who may exercise, on behalf of the corporation, the same powers as the corporation could exercise if it were an individual member provided that, where a corporation authorises two or more persons and more than one of them purports to exercise a power in a different way to the other(s), the power is treated as not exercised.

10. Any member attending the above convened general meeting has the right to ask questions. The company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

11. A copy of this notice, and other information required by section 311A of the Companies Act 2006, may be found on the company's website www.rea.co.uk.

12. As at the date of this notice, the issued share capital of the company comprises 43,963,529 ordinary shares of 25p each (of which 132,500 are held as treasury shares) and 72,000,000 9 per cent cumulative preference shares of £1 each. As stated above, all shareholders (and their proxies) are entitled to attend and vote at the above convened general meeting. Accordingly, the voting rights attaching to shares of the company exercisable in respect of the resolution to be proposed at the meeting total 115,831,029 as at the date of this notice.

13. Shareholders may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or any other related document including the form of proxy) to communicate with the company for any purposes other than those expressly stated.