

PROXY FORM FOR THE SEED CO AGM TO BE HELD ON 9 AUGUST 2018 AT 11AM

Members are notified that they are entitled to appoint one or more proxies who need not be a member of the Company, to act in their alternative, to attend, speak and vote in his/her stead at the AGM. Proxies must be lodged at the Registered Office of the Company at least forty-eight hours before the meeting.

I/We _____
(Name in block letters)

Of _____

Being the holder of _____ Shares in the Company hereby appoint

1. _____ of _____ or failing him/her

2. _____ of _____ or failing him/her

3. the Chairman of the AGM.

As my/our proxy to act for me/us at the AGM for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat, and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name (see note 2) in accordance with the following instructions:

ORDINARY AGM BUSINESS RESOLUTIONS	For	Against	Abstain
1. Approval of Financial Statements and Reports To receive, consider and adopt the Annual Financial Statements and Reports of the Directors and Auditors for the year ended 31 March 2018.			
2. Appointment of Directors In accordance with Articles 97 and 98 of the Company's Articles of Association Messrs. A. G. Barron, P. Gowero, and D. P. F. Jacquemond retire by rotation while Messrs. A. Colombo and F. Savin who joined the Board by co-option on 23 November 2017 retire in terms of Article 104 of the Company's Articles of Association. All these retiring Directors offer themselves for re-election.			
3. Approval of Directors' fees Approval of Directors' fees for the year ended 31 March 2018.			
4. Auditors To approve the remuneration of the auditors for the past audit and re-appoint Ernst & Young, Chartered Accountants (Zimbabwe) as auditors for the current year.			
5. Dividend To ratify the dividend of 4.43 cents per share payable in cash.			

SPECIAL BUSINESS RESOLUTIONS	For	Against	Abstain
1. Dividend-in-specie distribution of 242,313,440 ordinary shares in Seed Co International Limited "That in terms of Article 130 of the Company's Articles of Association and subject to approval by the respective stock exchanges for the primary and secondary listings contemplated in resolution 3 below, the Directors be and are hereby authorized to distribute to Shareholders registered as such on the Seed Co International Distribution Record Date, being 17 August 2018, by way of a dividend-in-specie, 242,313,440 (two hundred and forty two million three hundred and thirteen thousand four hundred and forty) Seed Co International Limited ordinary shares on the basis of one (1) Seed Co International Limited share for every one (1) Seed Co Limited share held. The Directors are authorized to transfer from such amounts from the Company's non-distributable reserves to distributable reserves as may be necessary to give effect to the dividend-in-specie distribution of Seed Co International Limited shares."			
2. Placement of 37,920,648 Seed Co International Limited ordinary shares for cash "That the Directors be and are hereby authorized to issue and allot 37,920,648 (thirty seven million nine hundred and twenty thousand six hundred and forty eight) ordinary shares, representing approximately 10% of Seed Co International Limited post the proposed placement, to Vilmorin & Cie at a cash subscription price of US\$0.5069 per share to enable Seed Co International to raise hard currency equity capital of approximately US\$19.2 million and Members hereby authorize the waiving by Seed Co Limited of its pre-emptive rights in Seed Co International Limited."			
3. Listing of Seed Co International Limited shares on the BSE and ZSE "That, subject to the passing of Resolution 1 (above) and approval by the Botswana Stock Exchange Listings Committee and the Zimbabwe Stock Exchange Listings Committee, the Directors of the Company be and are hereby authorized to facilitate the primary and secondary listing of Seed Co International Limited's shares on the Botswana Stock Exchange and the Zimbabwe Stock Exchange respectively."			
4. Maximum number of Directors Paragraph 79 of the Company's Articles of Association be amended to increase the maximum number of directors from twelve (12) to thirteen (13) as follows: "UNTIL otherwise decided by the Company in general meeting the number of Directors shall be not less than four (4) not more than thirteen (13) and no Director shall be over the age of seventy (70) years."			
5. Director's authority to give effect to the above resolutions "That the Directors' of the Company be and are hereby authorized to do all such things as may generally be necessary to give effect to the above Resolutions."			

Every person present and entitled to vote at the AGM shall, on a show of hands, have one vote only, but in the event of a poll, every share shall have one vote.

Signed at _____ on _____ 2018

Signature(s) _____

Assisted by me _____

Full name(s) of signatory/ies if signing in a representative capacity (see note 2). (PLEASE USE BLOCK LETTERS).

NOTES TO THE FORM OF PROXY

INSTRUCTIONS FOR SIGNING AND LODGING THIS FORM OF PROXY

- A Shareholder may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space provided, with or without deleting "the Chairman of the AGM", but any such deletion must be initiated by the Shareholder. The person whose name appears first on the form of proxy will, unless his/her name has been deleted, be entitled to act as proxy to the exclusion of those whose names follow.
- A Shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that Shareholder in the appropriate space/s provided as well as by means of a cross whether the Shareholder wishes to vote, for, against or abstain from the resolutions. Failure to comply with the above will be deemed to authorize the proxy to vote or abstain from voting at the AGM as he/she deems fit in respect of the entire Shareholder's votes exercisable thereat. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by the Shareholder or by his/her proxy, or cast them in the same way.
- A deletion of any printed matter and the completion of any blank spaces need not be signed or initialed. Any alteration or correction must be initiated by the signatory/ies.
- The Chairman shall be entitled to decline to accept the authority of a person signing the proxy form:
 - under a power of attorney
 - on behalf of a company unless that person's power of attorney or authority is deposited at the offices of the Company's transfer secretaries, or the registered office of the Company by 1100 hours on Tuesday, 7 August 2018.
- If two or more proxies attend the meeting then that person attending the meeting whose name appears first on the proxy form and whose name is not deleted, shall be regarded as the validly appointed proxy.
- When there are joint holders of shares, any one holder may sign the form of proxy. In the case of joint holders, the senior who tenders a vote will be accepted to the exclusion of other joint holders. Seniority will be determined by the order in which names stand in the register of members.
- The completion and lodging of this form of proxy will not preclude the member who grants this proxy form from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such member wish to do so.
- In order to be effective, completed proxy forms must reach the Company's transfer secretaries or the registered office of the Company by 1100 hours on Tuesday, 7 August 2018.
- Please ensure that name(s) of the member(s) on the form of proxy and the voting form are exactly the same as those on the share register.
- Please be advised that the number of votes a member is entitled to will be determined by the number of shares recorded on the Share Register by 1600 hours on Tuesday, 7 August 2018.

OFFICE OF THE TRANSFER SECRETARIES Corpserve Registrars Zimbabwe (Private) Limited 2 nd Floor ZB Centre Corner First Street/ Kwame Nkrumah Avenue Harare, Zimbabwe Tel: +263-4-750 711 / 2 Email: corpserve@escrowgroup.org	REGISTERED OFFICE OF THE COMPANY Company Secretary Seed Co Limited No. 1 Shamwari Road Stapleford P.O. Box 64 Westgate Harare, Zimbabwe
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