

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY.**

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 consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred all of your shares or depositary interests, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your holding you should retain these documents.

# **ATLAS MARA LIMITED**

**(a company incorporated in the British Virgin Islands with limited liability  
and with registered number 1800950)**

## **NOTICE OF ANNUAL GENERAL MEETING**

TO BE HELD ON 9 JUNE 2016 AT 1:00 PM EST / 6:00 PM BST

AT 375 PARK AVENUE, 21<sup>ST</sup> FLOOR, NEW YORK, NEW YORK 10152

This document gives notice of the Annual General Meeting (“AGM” or “Meeting”) of Atlas Mara Limited (“ATMA” or the “Company”). If you hold ordinary shares in the Company, please complete and submit a Form of Proxy in accordance with the instructions printed thereon, whether or not you propose to attend the AGM. The return of the Form of Proxy will not prevent you from attending the AGM and voting in person. If you hold depositary interests in the Company, please complete and submit a Form of Instruction in accordance with the instructions printed thereon.

The Company’s annual report is available at <http://atlasmara.com>

## NOTICE OF 2016 ANNUAL GENERAL MEETING

### ATLAS MARA LIMITED

**(a company incorporated in the British Virgin Islands with limited liability  
and with registered number 1800950)**

Notice is hereby given that the 2016 annual general meeting (the “**AGM**” or “**Meeting**”) of Atlas Mara Limited (the “**ATMA**” or “**Company**”) will be held at 375 Park Avenue, 21<sup>st</sup> Floor, New York, New York 10152 on 9 June 2016 at 1:00 p.m. EST / 6:00 p.m. BST. This Meeting is being convened for the purpose of considering and, if thought fit, passing the 11 resolutions set forth below, which, in the case of Resolutions 1 to 10 will be proposed as ordinary resolutions and in the case of Resolution 11 will be proposed as a special resolution.

The explanatory notes to this notice provide additional information on matters to be considered at the Meeting, and form part of this notice.

### ORDINARY RESOLUTIONS

#### Annual Report and Accounts

**Resolution 1** - THAT the Directors’ Report and Accounts and the Auditors’ Report for the financial year ended 31 December 2015 be and are received.

#### Re-election of Directors

**Resolution 2** - THAT Mr. Arnold Ekpe be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

**Resolution 3** - THAT Mr. John F. Vitalo be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

**Resolution 4** - THAT Ms. Rachel F. Robbins be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

**Resolution 5** - THAT Mr. Tonye Cole be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

**Resolution 6** - THAT Ms. Olufunke Opeke be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

**Resolution 7** - THAT Mr. Amadou Raimi be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

**Resolution 8** - THAT Mr. Eduardo Chivambo Mondlane, Jr. be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

**Resolution 9** - THAT Mr. Robert E. Diamond, Jr. be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

**Resolution 10** - THAT Mr. Ashish J. Thakkar be re-appointed as a director of the Company until the conclusion of the next annual general meeting.

## SPECIAL RESOLUTION

### Disapplication of pre-emption rights

**Resolution 11** - THAT, pursuant to article 3.11 of the Articles, the directors be and are given the power to issue, or sell from treasury, equity securities of any class for cash as if the provisions of article 3.2 of the Articles do not apply to the issue, or sale from treasury, of such equity securities:

- (i) generally for such purposes as the Directors may think fit, an aggregate number not exceeding forty per cent of the aggregate number of the ordinary shares in issue (including any ordinary shares held in treasury) as at 10 May 2016 (the latest practicable date prior to the publication of this notice); and
- (ii) for the purposes of the issue of securities offered (by way of a rights issue, open offer or otherwise) to existing holders of ordinary shares, in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares or to holders of other equity securities as required by the rights of those equity securities or as the Directors otherwise consider necessary up to an aggregate number not exceeding forty per cent of the aggregate number of the ordinary shares in issue (including any ordinary shares held in treasury) as at 10 May 2016 (the latest practicable date prior to the publication of this notice) but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient: (A) to deal with equity securities representing fractional entitlements and (B) to deal with legal or practical problems in the laws of any territory, or the requirements of any regulatory body or stock exchange,

provided that (1) the authorities at (i) and (ii) above shall expire at the conclusion of the next annual general meeting of the Company after the passing of the resolution, save that the Company shall be entitled to make an offer or agreement which would or might require equity securities to be issued pursuant to (i) and (ii) above before the expiry of its power to do so, and the Directors shall be entitled to issue or sell from treasury the equity securities pursuant to any such offer or agreement after that expiry date and provided further that the Directors may sell, as they think fit, any equity securities from treasury and (2) in the event of a sub-division or consolidation of the ordinary shares, the number of shares the directors are permitted to issue (or sell from treasury) pursuant to the authorities at (i) and (ii) above shall be adjusted accordingly.

By order of the Board  
Beatrice Hamza Basse  
General Counsel

Registered office:  
Nemours Chambers  
Road Town  
Tortola  
British Virgin Islands

## EXPLANATORY NOTES

These explanatory notes form part of the Notice of Annual General Meeting. Resolutions 1 to 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolution 11 is proposed as a special resolution. This means that for this resolution to be passed at least 75% of the votes cast must be in favour of the resolution.

### Annual Report and Accounts (Resolution 1)

Although not required pursuant to the Articles or the laws of the British Virgin Islands, the Company is proposing a resolution for shareholders to receive the Company's Directors' Report and Accounts and the Auditors' Report for the financial year ended 31 December 2015, as well as the Company's Annual Report available at <http://atlasmara.com>.

### Re-election of Directors (Resolutions 2 to 10)

At the previous annual general meeting held on 12 May 2015, each Director put themselves up for re-election and was re-appointed to the Board until the next annual general meeting. Although the Company is not required to comply with the UK Corporate Governance Code (the "Code"), the Board has elected to manage its operations in accordance with the Code on a voluntary basis. The Board has therefore agreed that, in accordance with Principle B.7.1 of the Code, Directors are subject to election by shareholders at the first annual general meeting after their appointment, and to re-election thereafter at intervals of no more than three years. All the Directors will therefore be offering themselves for re-election in 2016. Separate resolutions will be proposed for each of these elections.

Biographies of the Directors are included in the Company's 2014 Annual Report and on the Company's website: <http://atlasmara.com> and are also set out below:

### **Arnold Ekpe - Chairman, Non-Executive Director, member of the Audit, Risk & Compliance, Nomination and Remuneration Committees**

Relevant skills and experience:

- Over 30 years of African and international banking experience including over 14 years of CEO experience with pan African banks. Well versed in M&A, financing and capital structure management. Broad financial technology and support systems experience including at Cellular Systems International (trading as Wari) and Process International SA.

External appointments:

- Non-Executive Directorships at SFRE (Sustainability Finance Real Economics) based in Luxembourg, where he is the Chairman, Crown Agents Bank Limited, and Crown Agents Investment Management Limited, Dangote Flour Mills plc, CAR4U Nigeria Limited. Also a trustee at Vision for a Nation, and an Honorary President at Business Council for Africa.

Past roles:

- Group CEO, Ecobank Transnational Incorporated. CEO, United Bank for Africa; Partner, Africa Capital Alliance. Vice President and Head of Corporate and Structured Trade Finance for Sub-Saharan Africa for Citibank, and Vice Chairman of the Board of ADC Africa Development Corporation AG. Non-Executive Director at UAC Nigeria plc, Dorman Long Engineering, Virgin Nigeria Airways, Nigeria Sovereign Investment Authority, Africa Strategic Impact Fund, Multiverse Plc., Africa Strategic Fund, and Cellular Systems International.

**Rachel F. Robbins - Senior Independent Non-Executive Director, member of the Audit, Risk and Compliance, and Nomination Committees**

Relevant skills and experience:

- Three decades of global financial services institution experience as general counsel at the NYSE and JP Morgan and economic development experience at the International Finance Corporation (IFC). Extensive experience in corporate governance and compliance. Well versed in international banking and emerging markets, including sub-Saharan Africa.

External appointments:

- Non-Executive Directorships at FINCA Microfinance Holdings LLC and New York University School of Law. Member of the Council on Foreign Relations.

Past roles:

- Vice President and General Counsel of the IFC. Executive Vice President, General Counsel, and Secretary of the New York Stock Exchange and NYSE Euronext. Managing Director, General Counsel and Secretary of JP Morgan & Co. Managing Director and General Counsel of Citigroup International.

**Tonye Cole - Independent Non-Executive Director, Chair of the Nomination Committee and member of the Remuneration Committee**

Relevant skills and experience:

- Co-founder and Group Executive Director of Sahara Group. Extensive management experience across Africa. Deep knowledge base of commodities sector, especially energy. Broad relationships with key stake holders across Africa.

External appointments:

- Non-Executive Directorships at Eco Aviation Fuel Support Services Limited, Enageed Resource Ltd, Energy Resource Upstream Ventures Ltd, Jet Fuel Supplies And Logistics, Kepco Energy Resource Ltd, Logistics & Petroleum Storage Services Ltd, Mangrove Petroleum Supplies & Logistics, New Electricity Distribution Company Ltd, Petroleum Warehousing & Supplies Ltd, Sahara Bulk Storage Facilities Ltd, Sahara Charitable Foundation, Sahara Energy 284 Ltd, Sahara Energy Exploration & Production Ltd, Sahara Energy Field Ltd, Sahara Energy Resource (Nig.) Ltd, Sahara Gas Line Ltd, Sahara Group Ltd, Sahara Power Resource Ltd, Sahara Trade Nigeria Ltd, Sahara Trade West Africa Ltd, Sahara Upstream 274 Ltd, Self Exploration & Production Company Ltd, Sempra Sahara Liquefied Natural Gas Ltd, So Aviation Fuel Limited, So Energy Ltd, Att Aviation Limited, Energy Resource Limited, Hankuk Plant Service Company Limited, Ng Power – Hps Ltd, Olympia Hotel Management Company Limited, Petroleum Warehousing & Supplies Ltd, Sahara Energy Africa, Sahara Energy Field Ghana Limited, Sahara Energy, Field Holding UK Limited, Sahara Energy Fields Ltd, Sahara Energy Resource Ltd, Sahara Energy Resources DMCC, Sahara Gas Ltd, Sahara International Pte. Limited, So Energy Ltd, White Pearl Oil & Gas Ltd, Sahara International, Rheinoel Limited, Servant Leaders Foundation, Digital Jewels Ltd, Nehemiah Youth Empowerment Initiative, VolunteerCorps Ltd, Excel Charity Foundation, 234 Give Nigeria, Enactus Nigeria, Egbin Power Plc, and Ikeja Electricity Distribution Company.

Past roles:

- N/A

**Funke Opeke - Independent Non-Executive Director, member of the Nomination and Remuneration Committees**

Relevant skills and experience:

- Founder and CEO of Main One Cable Company. Extensive experience in technology and telecommunications in sub-Saharan Africa. Broad relationships with key stakeholders across West Africa.

External appointments:

- Non-Executive Directorships at Cameron Hotels Nigeria. Executive Directorships at Main One Cable Company, Main Street Technologies, Main One Service Company, MainData, Main One Cable Company Ghana, Main One Cable Company Nigeria and Main One Cable Company Portugal.

Past roles:

- Chief Operating Officer for Nitel in Nigeria, Chief Technology Officer for MTN Nigeria, and Executive Director at Verizon Communications New York.

**Amadou Raimi - Independent Non-Executive Director, Chair of the Audit, Risk and Compliance Committee and member of the Remuneration Committee**

Relevant skills and experience:

- President of Croissance sud Conseils. Over 35 years of international accounting, audit and risk management experience across multiple sectors and regions, including financial services and Africa, respectively. Relationships with key stakeholders in Francophone Africa.

External appointments:

- Non-Executive Directorships at IMS - Entreprendre Pour Member La Cité, and I&P Development (IPDEV).

Past roles:

- Non-Executive Director at Citizen Capital and BGF Benin, Vice Chairman of the global Deloitte Board, Chairman of Deloitte France and various senior management roles at Deloitte France.

**Eduardo Chivambo Mondlane, Jr. - Independent Non-Executive Director, Chair of the Remuneration Committee and member of the Audit, Risk and Compliance Committee**

Relevant skills and experience:

- 30 years of commercial experience in southern Africa across numerous sectors, including energy, infrastructure, aerospace and banking. Significant experience serving in governance roles in financial services in the southern Africa region. Exceptionally well-developed knowledge base of operating in Lusophone Africa.

External appointments:

- Non-Executive Directorships at Project Materials Moçambique, Logistique Lda, Ilha Quilalea Lda, and Tutudesk Company. Senior Strategic Advisor at Anadarko Petroleum Corporation in Mozambique. Partner and Chairman of the General Assembly at The Atria Group in Mozambique.

Past roles:

- Non-Executive Directorships at ABSA Group and ABSA Bank Limited (Barclays Africa Group), ABSA Financial Services, Barclays Bank Mozambique and Banco Commercial Angolano SA. Managing Director at Shand Moçambique Lda, Pick n Pay Supermarket Group (Mozambique) and Sabacor UK Limited.

**Robert E. Diamond, Jr. - Founder Non-Executive Director, member of Remuneration Committee**

Relevant skills and experience:

- Founder and Chief Executive Officer of Atlas Merchant Capital and founder of Atlas Mara. Over 30 years of global banking experience. Extensive knowledge of banking regulatory frameworks and relationships with regulators in US, UK, Europe, Asia, and Africa. Deep experience growing and integrating banks in Africa. Extensive risk management expertise.

External appointments:

- Founder and CEO of Atlas Merchant Capital LLC. Director at Diamond Family Foundation. Life Member of Council on Foreign Relations. Member of Yale School of Management, Council of Global Advisors. Chairman of Board of Trustees at Colby College.

Past roles:

- Chief Executive Officer of Barclays, President of Barclays and Chief Executive of Corporate & Investment Banking and Wealth Management. Trustee at Mayor's Fund for London.

**Ashish J. Thakkar - Founder Non-Executive Director, member of the Nomination Committee**

Relevant skills and experience:

- Founder of Mara Group, Mara Foundation and Atlas Mara. 20 years of experience in Africa across multiple sectors including technology, real estate, manufacturing, infrastructure, and finance. Extensive local knowledge of African business and geopolitical landscapes. Advisor to certain African Heads of State. Broad and significant relationships with African governments and leading executives.

External appointments:

- Chairman of United Nations Foundation's Global Entrepreneurship Council. Young Global Leader, World Economic Forum, sits on the World Economic Forum's Global Agenda Council on Africa. Director at MG Investments Assets Limited, Mara Partners (Cayman) Limited, Mara Partners FS Limited, Atlas Mara Limited, Raps Middle East LLC, Mara Investment Partners Limited, MIC Investment Management Limited, Mara Investment Corporation SPC Limited, Mara Sokoni Holdings Limited, and the Museum of African Art Inc.

Past roles:

- Director at Azure Holdings Limited, Mara Africa Special Opportunities SPC Limited, Mara Agriculture Holdings Limited, Mara Agriculture EA Holdings Limited, Mara Capital Partners Limited, Mara Financial Institution Holdings Limited, Mara Ison Technologies Holdings Limited, MF Holdings Group Limited, MF Ventures Holdings Limited, Riley Packaging Limited, Red Line International, Mara JS Investment Holding Limited, Mara JS Ethanol Holdings Limited, Mara JS Ethanol East African Limited, Mara JS Sugar Holdings Limited, and Mara JS Sugar West Africa Limited.

## **John F. Vitalo – Chief Executive Officer, Executive Director**

Relevant skills and experience:

- Extensive African and international banking experience at leading global financial institutions. Over 25 years global banking experience including M&A, structured finance and markets. Extensive Africa and emerging markets banking experience. Deep risk management knowledge and experience.

External appointments:

- Advisory Board, Georgetown University McDonough School of Business.

Past roles:

- Chief Executive Officer of Barclays Middle East & North Africa. Chief Executive Officer of ABSA Capital (Barclays Africa). Chief Operating Officer of Global Markets and Chief Operating Officer of Emerging Markets for Barclays Capital. Director of e-commerce for Emerging Markets, Proprietary Trader for the Emerging Markets Group, Global Head of the Emerging Markets Structured Financing & Repo business and Head of the Emerging Markets Fixed Income Arbitrage Desk at Credit Suisse First Boston.

### **Disapplication of pre-emption rights (Resolution 11)**

Article 3 of the Articles prevents the issue of equity securities which are, or are to be, paid up wholly in cash and not first offered to the existing shareholders in proportion to the number of shares held by them at the time of the offer. However, it may be in the interests of the Company, for the Directors to issue equity securities free of the restriction imposed by Article 3.

Resolution 11 will be proposed as a special resolution and will, if passed, give the Directors authority to issue equity securities for cash without first being required to offer them to existing shareholders. This Resolution will allow the Directors to allot equity securities up to forty per cent of the issued ordinary share capital of the Company as at 10 May 2016, without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Directors consider the authority in Resolution 11 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.



## FURTHER INFORMATION

The following notes explain the general rights of shareholders and holders of depositary interests and the rights to attend and vote at the Meeting or to appoint someone else to vote on their behalf.

### Holders of Ordinary Shares

1. All holders (the “**Shareholders**”) of ordinary shares in the Company (the “**Shares**”) have the right to attend, speak and vote at the Meeting. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote in his or her place. A proxy need not be a member of the Company. Completion of the form of proxy will not preclude a member from attending, speaking and voting in person. Only those Shareholders entered on the Company’s register of members for the Shares as at 48 hours before the Meeting or, if the Meeting is adjourned, as at 48 hours before the time of the adjourned Meeting, shall be entitled to attend, speak and vote at the Meeting or any adjournment in relation to their Shares.
2. Registered Shareholders should complete the Form of Proxy provided with the Notice of Annual General Meeting. The Form of Proxy must be deposited in hard copy form by post, by courier or by hand at Computershare Investor Services (BVI), c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom **no later than 1:00 p.m. EST / 6:00 p.m. BST on 7 June 2016**. Completion and return of this form will not preclude a member from attending the Meeting and voting in person.
3. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, complete the box at the top of the second page of the Form of Proxy with the full name of your proxy and the number of shares they will be representing. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman of the Meeting) and give your instructions directly to them.
4. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the resolution and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to the Resolutions) which may properly come before the Meeting.
5. On a poll you have one vote in respect of each Share you hold. You do not have to cast all of your votes in the same way and if you wish to split your votes you can enter the number of votes you wish to vote for and against in the boxes next to the resolution. The total number of votes must not exceed the total number of votes you hold. If you simply enter a tick in one of the boxes for the resolution you will be deemed to vote all your votes in that way. If you tick more than one box but do not indicate how many of your Shares you wish to vote in such manner, you will be deemed to vote an equal proportion of your Shares for each box ticked.
6. This form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If Shares in the Company are held by a nominee(s), a form(s) of proxy must be completed and signed by the nominee(s). If the Shareholder is a company, it may execute under its common seal, by the signature of a director and its secretary or two directors or other authorised signatories in the name of the company or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. To appoint more than one proxy to vote in relation to different Shares within your holding, you may photocopy both sides of this form. Please indicate on each copy of the form the proxy’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

appointment of a proxy is one of multiple appointments being made. All such forms should be signed and returned together in the same envelope. When two or more valid but differing appointments of proxy are delivered or received for the same Share for use at the same Meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that Share.

8. As an alternative to completing the hard-copy Form of Proxy, holders can vote and appoint a proxy electronically by going to the following website [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as provided on your proxy card and agree to certain terms and conditions. For an electronic proxy to be valid, your appointment must be received by Computershare **no later than 1:00 p.m. EST / 6:00 p.m. BST on 7 June 2016**, or 48 hours before the time of any adjourned meeting (without taking into account any part of the day that is not a working day).
9. You may not use any electronic address provided within this notice or any related documents (including the Form of Proxy) to communicate with the Company other than as expressly stated.

#### **Holders of Depositary Interests**

1. Depositary Interest Holders who are CREST members and who wish to issue an Instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST manual (available from [www.euroclear.com](http://www.euroclear.com)). 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 services provider(s), who will be able to take the appropriate action on their behalf.
2. In order for instructions made using the CREST service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("**EUI**") and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depositary must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) **no later than 1:00 p.m. EST / 6:00 p.m. BST on 6 June 2016**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.
3. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting 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 the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
4. The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. Any holders of Depositary Interests in the Company who cannot give voting instructions via CREST should instruct Computershare Investors Services PLC to vote in respect of the holder's interest

using the Form of Instruction enclosed. The completed Form of Instruction must be received by Computershare Investors Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom together with the original or notarially certified copy of any power of attorney or other power under which it is executed (if any) not later than 72 hours before the time appointed for the Meeting or any adjournment thereof.

6. If you hold your shares via the depositary interest arrangement and would like to attend the Meeting, please contact the depositary, contact details of which are set out in the Form of Instruction.

### General Information

1. Any corporation which is a member may by resolution of its directors or other governing body or officers authorised by such body authorise such person or persons as it thinks fit to act as its representative at the AGM. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers as that corporation could exercise if it were an individual member.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be:
  - a. delivered to Computershare Investor Services (BVI) Limited, C/O The Pavilions, Bridgwater Road, Bristol, BS99 6ZY **not less than 48 hours before the time appointed for holding the Meeting being 1:00 p.m. EST / 6:00 p.m. BST on 7 June 2016** or not less than 48 hours before the time appointed for holding an adjourned Meeting at which the person named in the instrument proposes to vote (without taking into account any part of the day that is not a working day);
  - b. given by email to !UKALLDITeam@computershare.co.uk or by facsimile to +44 (0)370 703 6116 **not less than 48 hours before the time appointed for holding the Meeting being 1:00 p.m. EST / 6:00 p.m. BST on 7 June 2016** or not less than 48 hours before the time for holding an adjourned Meeting (without taking into account any part of the day that is not a working day) at which the person named in the instrument proposes to vote and subject to the need to deposit any power of attorney or other authority (if any) under which an instrument of proxy is signed, an instrument so given shall be deemed to be duly deposited. However any power of attorney or other authority (if any) under which an instrument of proxy is executed, or a notarially certified copy of such power or authority, shall not be given by email or any other electronic method,

and in default and unless the Board directs otherwise, the instrument of proxy shall not be treated as valid).

3. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned Meeting or on a poll demanded at a Meeting or an adjourned Meeting in cases where the Meeting was originally held within 12 months from such date. Notwithstanding this Article, the Directors may, at their discretion, accept the appointment of a proxy at any time prior to holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote.
4. Completion of the Form of Proxy or the Form of Instruction will not prevent you from attending and voting at the Meeting should you wish to do so.
5. Information regarding the Meeting, including a copy of this notice can be found at the Company's website: <http://atlasmara.com>.

6. The total issued share capital of the Company as at 10 May 2016 (being the latest day practicable before the date of this document) is 72,458,524 Ordinary Shares, of which 2,646,750 are held in treasury. Therefore, total exercisable voting rights in the Company as at 10 May 2016 was 69,811,774.
7. The following documents will be available for inspection at the Company's registered office from the date of this notice until the time of the Meeting and at the venue of the Meeting itself for at least 15 minutes prior to the Meeting until the end of the Meeting:
  - a. All Directors' service contracts or letters of appointment; and
  - b. The Company's memorandum and articles of association.