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No person has been authorised to give any information or make any representations other than those contained in this Document and, if given or made, such information or representations must not be relied upon as having been so authorised. The Subscription (and the grant of the Subscription Warrants) does not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 (as amended). This Document has not been, and will not be, reviewed or approved by the Financial Conduct Authority of the United Kingdom, pursuant to sections 85 and 87 of FSMA, any securities commission or any other authority or regulatory body. In addition, this Document does not constitute an admission document for the purposes of the NEX Exchange Rules.

This Document should be read as a whole. Your attention is drawn to the letter from the Independent Directors of the Company which is set out on pages 11 to 22 of this Document. The Independent Directors unanimously recommend that Independent Shareholders vote in favour of the resolutions to be proposed at the General Meeting referred to below.

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## **ANANDA DEVELOPMENTS PLC**

*(Incorporated in England and Wales under the Companies Act 2006 with registration number 11159584)*

### **Adoption of Amended Investment Strategy Acquisition of Tiamat Agriculture Limited Subscription to raise £400,000 and grant of Subscription Warrants Approval of waiver of obligations under Rule 9 of the City Code on Takeovers and Mergers and Notice of General Meeting**

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Notice of a General Meeting of the Company to be held at the offices of Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY at 10.00 a.m. on 10 June 2019, is set out at the end of this Document. A Form of Proxy for use at the General Meeting accompanies this Document and, to be valid, must be completed and returned to the Company's Registrars, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS, as soon as possible, but in any event to be received not later than 10.00 a.m. on 6 June 2019 or 48 hours before any adjourned meeting. Completion of the Form of Proxy will not preclude a Shareholder from attending and voting at the General Meeting in person.

Peterhouse Capital Limited, which is authorised and regulated by the Financial Conduct Authority, is the Company's NEX Exchange Corporate Adviser and is acting exclusively for the Company and no-one else in connection with the matters described in this Document. Peterhouse Capital Limited is not and will not be responsible to anyone other than the Company for providing the protections afforded to the clients of Peterhouse Capital Limited or for providing advice in relation to the matters described in this Document. No representation or warranty, express or implied, is made by Peterhouse Capital Limited as to any of the contents of this Document and Peterhouse Capital Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself. Peterhouse Capital Limited has not authorised the contents of any part of this Document and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Document, for which the Company and the Directors are solely responsible.

## OVERSEAS SHAREHOLDERS

This Document does not constitute an offer to sell, or a solicitation to buy Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this Document is not, subject to certain exceptions, for distribution in or into the United States, Canada, Australia, the Republic of South Africa or Japan. The Ordinary Shares have not been nor will be registered under the United States Securities Act of 1933, as amended, nor under the securities legislation of any state of the United States or any province or territory of Canada, Australia, the Republic of South Africa or Japan or in any country, territory or possession where to do so may contravene local securities laws or regulations. Accordingly, the Ordinary Shares may not, subject to certain exceptions, be offered or sold directly or indirectly in or into the United States, Canada, Australia, the Republic of South Africa or Japan or to any national, citizen or resident of the United States, Canada, Australia, the Republic of South Africa or Japan. The distribution of this Document in certain jurisdictions may be restricted by law. No action has been taken by the Company or Peterhouse Capital Limited that would permit a public offer of Ordinary Shares or possession or distribution of this Document where action for that purpose is required. Persons into whose possession this Document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Holding Ordinary Shares may have implications for overseas Shareholders under the laws of the relevant overseas jurisdictions. Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas Shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

Copies of this Document will be made available to the public during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) free of charge from the offices of Peterhouse Capital Limited at New Liverpool House, 15-17 Eldon Street, London, EC2M 7LD and a copy is available on the website of the Company at [www.anandadevelopments.com](http://www.anandadevelopments.com).

## FORWARD-LOOKING STATEMENTS

This Document contains forward-looking statements. These statements relate to the Company's future prospects, developments and business strategies.

Forward-looking statements are identified by their use of terms and phrases such as "believe", "could", "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those variations or comparable expressions, including references to assumptions. These statements are primarily contained in Part I of this Document.

The forward-looking statements in this Document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

These forward-looking statements are made only as at the date of this Document. Neither the Directors nor the Company undertake any obligation to update forward-looking statements or Risk Factors other than as required by law or the NEX Exchange Rules whether as a result of new information, future events or otherwise.

## RULE 9 OF THE TAKEOVER CODE

In accordance with Rule 9 of the Takeover Code, this Document is being sent to all Shareholders, both in the UK and overseas. All Shareholders are requested to read this Document, in particular paragraph 10 of Part I of this Document which relates to the Waiver, and to complete and return a Form of Proxy, by post or by hand

(during normal business hours) to the Company's Registrars, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS, as soon as possible but in any event so as to be received not later than 10.00 a.m. on 6 June 2019 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned meeting). The appointment of a proxy will not preclude Shareholders from attending and voting.

**NO INCORPORATION OF WEBSITE INFORMATION**

Save as otherwise stated in this Document, the contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this Document and Shareholders should not rely on them.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<b>Event</b>	<b>Expected time and date</b>
Publication of this Document	24 May 2019
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 6 June 2019
General Meeting	10.00 a.m. on 10 June 2019
Anticipated date for completion of the Acquisition	10 June 2019
Anticipated date for completion of the Subscription	11 June 2019

**Note:**

All times shown in this Document are London times unless otherwise stated. The dates and times given are indicative only and are based on the Company's current expectations and may be subject to change.

## DEFINITIONS

The following definitions apply throughout this Document unless the context requires otherwise:

<b>“Act”</b>	the Companies Act 2006 (as amended)
<b>“Acquisition”</b>	the proposed acquisition by the Company of Tiamat Agriculture Limited
<b>“Acquisition Agreement”</b>	the conditional agreement dated 24 May 2019 between the Company and the Vendors relating to the Acquisition, further details of which are set out in paragraph 4 of Part III of this Document
<b>“Admission”</b>	admission of the Subscription Shares to trading on the NEX Exchange Growth Market becoming effective in accordance with the NEX Exchange Rules
<b>“Admission Document”</b>	the Admission Document of the Company dated 20 June 2018, issued in connection with Ananda’s admission to trading on the NEX Exchange Growth Market
<b>“AIM”</b>	the AIM market operated by London Stock Exchange plc
<b>“AIM Rules”</b>	the AIM Rules for companies whose securities are traded on AIM, as published by the London Stock Exchange plc from time to time
<b>“Amended Investment Strategy”</b>	the proposed amended investment strategy of the Company, for the purposes of the NEX Exchange Rules, as set out in Part II of this Document
<b>“Ananda” or “Company”</b>	Ananda Developments PLC, a company registered in England and Wales with company number 11159584, whose registered office is at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR
<b>“Anglia Salads”</b>	Anglia Salads Limited, company registered in England and Wales with company number 04333110, whose registered office is at Norfolk House Farm Gedney Marsh, Holbeach, Spalding, Lincolnshire, PE12 9PB
<b>“Board” or “Directors”</b>	the directors of the Company, whose names are set out on page 11 of this Document
<b>“Cannabis”</b>	an annual, dioecious, flowering herb, part of the plant family Cannabaceae and is made up of three species: Cannabis sativa, Cannabis indica and Cannabis ruderalis. All three species and hemp (a variety of Cannabis sativa) contain a variety of cannabinoids in various ratios. These include tetrahydrocannabinol and Cannabidiol, as well as terpenes and flavonoids
<b>“Code” or “Takeover Code”</b>	The City Code on Takeovers and Mergers
<b>“Completion”</b>	completion of the Acquisition in accordance with the terms of the Acquisition Agreement

<b>“Concert Party”</b>	Charles Morgan, Melissa Sturgess, Jeremy Sturgess-Smith, Peter Redmond, Alex Gosteskih, Michael Langoulant and URA Holdings PLC, further details of whom/which are set out in paragraph 11 of Part I of this Document
<b>“Conditions Precedent”</b>	(a) no material and adverse change having occurred with respect to the business of Tiamat, Tiamat itself, or the legal and regulatory environment in which it operates from the date of entry into the Acquisition Agreement; (b) the Waiver having been received from the Panel; and (c) the passing of the Resolutions by the necessary majority
<b>“Contingent Consideration Shares”</b>	the 200,000,000 Ordinary Shares to be issued to the Vendors on the satisfaction of certain conditions, as set out in the Acquisition Agreement, further details of which are contained in paragraph 4 of Part III of this Document
<b>“Convertible Facility”</b>	the convertible loan facility dated 21 September 2018, pursuant to which Melissa Sturgess and Charles Morgan agreed to provide up to £300,000 to the Company
<b>“Current Investment Strategy”</b>	the investment strategy adopted by the Company on 21 September 2018
<b>“Document”</b>	this Document dated 24 May 2019
<b>“Enlarged Group”</b>	the Company and its subsidiaries following Completion
<b>“Enlarged Share Capital”</b>	the issued share capital of the Company on completion of the Subscription
<b>“Existing Share Capital”</b>	the 329,166,666 Ordinary Shares in issue at the date of this Document
<b>“FCA”</b>	the United Kingdom Financial Conduct Authority
<b>“Form of Proxy”</b>	the form of proxy for use in connection with the General Meeting, which is enclosed with this Document
<b>“Founder Warrants”</b>	the warrants issued to Melissa Sturgess and Charles Morgan, pursuant to a warrant instrument dated 20 June 2018, to subscribe for 23,041,666 Ordinary Shares each, at an exercise price of 0.2p per share, valid for a period of five years from the date of issue
<b>“FSMA”</b>	the Financial Services and Markets Act 2000 (as amended)
<b>“General Meeting”</b>	the general meeting of the Company being convened for 10.00 a.m. on 10 June 2019, notice of which is set out at the end of this Document

<b>“Home Office Licence”</b>	a licence granted by the United Kingdom Home Office for the cultivation, production, possession and supply of controlled drug Cannabis (with THC content of >0.2%)
<b>“Independent Directors”</b>	Inbar Maymon Pomeranchik and John Treacy
<b>“Independent Shareholders”</b>	Shareholders who are independent of the Concert Party
<b>“JEPCO”</b>	JE Piccaver & Co (Gedney Marsh) Limited, a company registered in England and Wales with company number 00483865, whose registered office is at Norfolk House Farm, Gedney Marsh, Spalding, Lincolnshire, PE12 9PB
<b>“JSS Option”</b>	the option proposed to be granted to Jeremy Sturgess-Smith to subscribe for 10,451,389 Ordinary Shares
<b>“JV Partners”</b>	Anglia Salads and JEPCO, being the parties to the Tiamat Anglia Agreement, along with Tiamat
<b>“Licensing Condition”</b>	the grant of a licence by the United Kingdom Home Office, permitting the joint venture subsidiary of Tiamat (established as part of the joint venture arrangements with Anglia Salads and JEPCO) to grow >0.2% THC Cannabis
<b>“Lock-in and Orderly Market Deed”</b>	the lock-in and orderly market deed, entered into between the Company, URA and Peterhouse, dated 24 May 2019, further details of which are set out in paragraph 4 of Part III of this Document
<b>“MAR” or “Market Abuse Regime”</b>	EU Regulation 596/2014 of the European Parliament and the Council of 16 April 2014, as may be amended from time to time
<b>“Medicinal Cannabis”</b>	Cannabis, including one or more of its constituent cannabinoids, as a form of medicine or herbal therapy to treat disease or improve symptoms such as pain, muscle spasticity, nausea and other indications
<b>“MDA 1971”</b>	the Misuse of Drugs Act 1971 (as amended)
<b>“MHRA”</b>	Medicines and Healthcare products Regulatory Agency
<b>“NEX Exchange”</b>	NEX Exchange Limited, a recognised investment exchange under section 290 of FSMA
<b>“NEX Exchange Growth Market”</b>	the primary market for unlisted securities operated by NEX Exchange
<b>“NEX Exchange Rules”</b>	the NEX Exchange Growth Market Rules for Issuers, which set out the admission requirements and continuing obligations of companies seeking admission to and whose shares are admitted to trading on the NEX Exchange Growth Market

<b>“Notice” or “Notice of General Meeting”</b>	the notice convening the General Meeting, which is set out at the end of this Document
<b>“Ordinary Shares”</b>	ordinary shares of 0.2 pence each in the capital of the Company
<b>“Panel”</b>	the Panel on Takeovers and Mergers
<b>“Person Discharging Managerial Responsibility”</b>	as defined in MAR, as may be amended from time to time, and refers to any person fulfilling such function for the Company or any of its subsidiaries from time to time and as at the date of this Document
<b>“Peterhouse”</b>	Peterhouse Capital Limited, NEX Exchange Corporate Adviser to the Company, which is authorised and regulated by the FCA
<b>“Proposals”</b>	the adoption of the Amended Investment Policy, the Acquisition (including the potential issue of the Contingent Consideration Shares), the Subscription, the issue of the Subscription Warrants, the grant of the JSS Option and the Waiver
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting, as set out in the Notice of General Meeting
<b>“Rule 9”</b>	Rule 9 of the Takeover Code
<b>“Shareholders”</b>	the registered holders of Ordinary Shares
<b>“Subscription”</b>	the proposed subscription for the Subscription Shares by URA pursuant to the Subscription Agreement
<b>“Subscription Agreement”</b>	the conditional agreement dated 24 May 2019 between the Company and URA relating to the proposed subscription, further details of which are set out in paragraph 4 of Part III of this Document
<b>“Subscription Price”</b>	0.45p per Subscription Share
<b>“Subscription Share(s)”</b>	the 88,888,888 Ordinary Shares to be issued to URA pursuant to the Subscription Agreement
<b>“Subscription Warrants”</b>	the warrants to be issued to URA pursuant to the Warrant Agreement to subscribe for 88,888,888 Ordinary Shares at a price of 0.45p per share
<b>“Subsidiary”</b>	as defined in the Act
<b>“UK”</b>	the United Kingdom
<b>“THC”</b>	Tetrahydrocannabinol, a psychoactive compound found in Cannabis, with is controlled by the MDA 1971 and its amendments

<b>“Tiamat” or “Tiamat Agriculture”</b>	Tiamat Agriculture Limited, a company registered in England and Wales under company number 11770310, whose registered address is Ibex House, 61 Baker Street, Weybridge, KT13 8AH
<b>“Tiamat Anglia Agreement”</b>	the heads of terms dated 22 January 2019 and entered into between Tiamat Agriculture, Anglia Salads and JEPCO
<b>“URA”</b>	URA Holdings plc, a company registered in England and Wales under company number 05329401, whose registered address is 6th Floor 60 Gracechurch Street, London, EC3V 0HR
<b>“URA Shares”</b>	ordinary shares of £0.15 pence each in in the capital of URA
<b>“Vendors”</b>	the current shareholders of Tiamat, being Charles Morgan and Melissa Sturgess
<b>“Waiver”</b>	the waiver by the Panel of the obligations which would otherwise arise on the Concert Party to make a general offer under Rule 9 of the Takeover Code as a consequence of the Acquisition (including the potential issue of the Contingent Consideration Shares), the Subscription, the issue (and subsequent exercise) of the Subscription Warrants and the grant (and subsequent exercise) of the JSS Option
<b>“Warrant Agreement”</b>	the agreement granting the Subscription Warrants to be entered into between the Company and URA, subject to and upon issue of the Subscription Shares
<b>“Waiver Resolution”</b>	the resolution numbered 3 set out in the Notice of General Meeting which, if passed, will approve the Waiver
<b>“UK”</b>	United Kingdom

## PART I

### LETTER FROM THE INDEPENDENT DIRECTORS

#### ANANDA DEVELOPMENTS PLC

*(Incorporated in England and Wales under the Companies Act 2006 with registration number 11159584)*

**Directors:**

Charles Waite Morgan – Executive Chairman  
Melissa Josephine Sturgess – Chief Executive Officer  
Dr Inbar Maymon Pomeranchik, PhD – Executive Director  
John Michael Treacy – Non-executive Director

**Registered Office:**

60 Gracechurch  
Street  
London  
EC3V 0HR

*To Shareholders, and for information only, to holders of warrants over Ordinary Shares*

24 May 2019

Dear Shareholder

**Adoption of Amended Investment Strategy  
Acquisition of Tiamat Agriculture Limited  
Subscription to raise £400,000 and grant of Subscription Warrants  
Approval of waiver of obligations under Rule 9 of the City Code on Takeovers and Mergers  
and  
Notice of General Meeting**

#### 1. Introduction

Ananda announced today that the Company is proposing to amend its investment strategy, to acquire Tiamat Agriculture and to raise £400,000 (before expenses) from a subscription for new Ordinary Shares by URA.

The Amended Investment Strategy is required because the Company intends, subject to receipt of the appropriate Home Office Licence, to undertake the cultivation of >0.2% THC Cannabis through Tiamat and the investment strategy adopted by Ananda on 21 September 2018 does not allow the Company to invest in or be involved in the cultivation of Medicinal Cannabis.

Charles Morgan and Melissa Sturgess, both of whom are directors of the Company, are the Vendors of Tiamat and Melissa Sturgess is also a director of URA; Charles Morgan and Melissa Sturgess and are both shareholders in URA. As a result of their involvement in the Acquisition and the Subscription, the Proposals have been considered by the Independent Directors.

Under Rule 9 of the Takeover Code, the Subscription, the exercise of the Subscription Warrants, the exercise of the JSS Option and the allotment of the Contingent Consideration Shares, would result in an increase in the Concert Party's aggregate percentage holding of Ordinary Shares to a level which would normally result in the Concert Party being obliged to make an offer to all Shareholders to acquire all the Ordinary Shares that it did not already own. However, the Takeover Panel has agreed to waive this obligation, subject to the approval of the Independent Shareholders. Your attention is drawn to the information about the Takeover Code set out in paragraph 9 of this Part I.

Accordingly, the Company is convening a General Meeting, at which resolutions will be proposed to adopt the Amended Investment Strategy and to approve the Acquisition and the Waiver. The Notice of Meeting is set out at the end of this Document.

The purpose of this Document is to set out the background to and the reasons for the Proposals, and to explain why the Independent Directors consider the Proposals to be in the best interests of the Company and its Shareholders as a whole and why they recommend that Shareholders should vote in favour of the Resolutions.

## **2. Background to and reasons for the Proposals**

Ananda was admitted to trading on the NEX Exchange Growth Market on 4 July 2018 as an Investment Vehicle to invest in the developing market for medicinal or therapeutic Cannabis. Initially, the Company's strategy was focused specifically on companies, projects or products in Israel, Canada and the Netherlands, although this strategy was broadened in September 2018 to permit investment in any jurisdiction which has well established laws in relation to Medicinal Cannabis.

Since 2018, the Directors have pursued their primary objective of creating long term value for Shareholders through the acquisition of strategic stakes in companies which the Directors believe have potential for substantial growth. In accordance with this policy, Ananda has, to date, invested US\$200,000 in iCAN Israel-Cannabis Ltd and £460,000 in Liberty Herbal Technologies Limited ("LHT"), the 100 per cent owner and developer of hapac<sup>®</sup>, ready to use sachets of pre-ground dried herbs for portable vaporisers.

The regulatory framework surrounding Medicinal Cannabis has changed rapidly in the United Kingdom and globally since the Company was established, such that the volume and the availability of transactions presented to Ananda has increased significantly. However, Ananda is only able to pursue opportunities which are encompassed by its Investment Strategy and, indeed, was required to adopt a revised Investment Strategy on 21 September 2018 to enable the Company's investment in LHT.

The Directors believe that the Acquisition presents the Company with an opportunity to cultivate cannabis under a Home Office Licence alongside Anglia Salads and JEPCO, who have previously grown Cannabis under a Home Office Licence, and to participate in the expanding UK market for patients using cannabis as an unlicensed medical product within the current MHRA guidelines. To enable the Company to pursue this opportunity, the Company is required to adopt the Amended Investment Strategy as the Company's current Investment Strategy does not permit Ananda to invest in or be involved in the cultivation of Medicinal Cannabis. If the Proposals are approved, the Company intends, through Tiamat, to seek the grant of a Home Office Licence for the cultivation of >0.2% THC Cannabis.

Subject to Completion, certain of the proceeds of the Subscription will be advanced by the Company to Tiamat to fund the Home Office Licence application process, with the balance being used by Ananda for general working capital purposes.

## **3. Background to the Acquisition**

In the UK, Cannabis is a 'controlled drug' under the MDA 1971. Companies in England, Wales or Scotland wishing to produce, supply, possess, import or export Cannabis need to apply for a Home Office Licence in order to do so.

In October 2018, Charles Morgan and Melissa Sturgess, the shareholders of Tiamat, were introduced to Anglia Salads and JEPCO. Anglia Salads and JEPCO have previously held a Home Office Licence, under which they grew >0.2% THC Cannabis for the UK's largest Cannabis grower. The introduction

to the Vendors was made in the context of using Anglia Salads' facilities to once more grow >0.2% THC Cannabis, subject to the grant of the appropriate Home Office Licence.

Anglia Salads' and JEPCO's principal businesses are as large-scale speciality growers and suppliers of large and small leaf salad leaves to various grocery chains in the UK and to the processed lettuce industry.

Anglia Salads and JEPCO grow a total of 700 hectares of salad crops and utilise a waste water recycling system where rainwater from farm buildings is captured and pumped into irrigation reservoirs.

Both companies have specialist expertise in hydroponics and organic farming practices and are innovators in seed trials, robotics trials with machinery manufacturers, agronomic trials, covered crop technology and hydroponic software. They have set aside a 50-hectare environmental area, have won several environmental awards and have also invested in technology and agronomic practices to extend the growing seasons. The Directors also understand that Anglia Salads and JEPCO adhere to processing protocols and procedures that exceed those required in the cultivation of Cannabis. They are members of the Organic Standard Soil Association, the Global GAP Partnership for Safe & Sustainable Agriculture and Sedex (Supplier Ethical Data Exchange for continuous improvement in ethical performance in supply chains).

Anglia Salads and JEPCO also utilise a supplier and contract management software platform and a fresh produce computer management software system. The Directors believe these systems will be extremely advantageous for the maintenance of standard operating procedures for the cultivation of >0.2% THC Cannabis.

At the time of the introduction of the Vendors to Anglia Salads and JEPCO, Ananda was focused primarily on the development of its investment in LHT and the Company was not able to invest in the cultivation of Medicinal Cannabis. Accordingly, the Vendors decided to pursue this opportunity in a personal capacity and Tiamat Agriculture was established as a vehicle to hold the assets and intellectual property associated with this project.

On 22 January 2019, Tiamat and the JV Partners entered into the Tiamat Anglia Agreement to formalise their intention to work together to grow Cannabis.

#### **4. The Tiamat Anglia Agreement**

Pursuant to the Tiamat Anglia Agreement, Tiamat agreed to fund the cost of the Home Office Licence application, as well as the direct costs of growing the Medicinal Cannabis if such application is successful. The Vendors agreed to fund Tiamat through loans to that company. After signing the Tiamat Anglia Agreement, the Vendors engaged advisers to commence work on the application for a Home Office Licence.

In turn, the JV Partners have agreed to provide the necessary infrastructure, management and horticultural expertise. In particular, Anglia Salads and JEPCO will, subject to the terms of a growing contract which is to be entered into conditional upon the Home Office Licence being granted, make available the required growing facilities, including those previously used for cultivating >0.2% THC Cannabis, with an option to expand to a 30-hectare site, for large scale commercial growing purposes, at a later date.

The Tiamat Anglia Agreement provides for a 5-year exclusivity period between the parties and contemplates a split of profits based on wholesale selling prices, after costs, as to 50 per cent to Tiamat, 25 per cent to Anglia Salads and 25 per cent to JEPCO.

Further information about the Tiamat Anglia Agreement is set out in paragraph 5 of Part III of this Document.

## **5. Reasons for the Acquisition**

Prior to January 2019, Ananda's principal focus was on its investment in LHT, where the Company has the right of first refusal to finance the growth of LHT for the two years following the initial investment, potentially increasing Ananda's stake. In this context, discussions between Ananda and LHT had contemplated that the Company would acquire the 85 per cent of the shares in LHT that it did not already own, and both parties were working towards this objective. However, in January 2019, the Directors were informed that, at least in the short to medium term, LHT intended to progress independently of Ananda.

As a result, the Vendors were able to offer the Company the chance to focus on the possibility of obtaining a Home Office Licence through the acquisition of Tiamat, which would enable the Company to benefit from the terms of Tiamat's agreed co-operation with the JV Partners.

The application for and granting of a Home Office License is a specialised process that requires commitment and adherence to particularly stringent requirements in terms of security and operating procedures. The Independent Directors believe that Tiamat Agriculture has access to such expertise through its relationship with the JV Partners, which have recent experience of successfully cultivating >0.2% THC Cannabis in the UK and of the specific procedures to be observed.

The Independent Directors believe that the Acquisition gives Ananda access to the relationships and experience required to successfully apply for a Home Office Licence and believe that the grant of such a licence could be a transformational event for the Company. The Independent Directors do not believe that there are any other opportunities currently available to the Company that have the potential to create such significant Shareholder value and therefore believe that the Acquisition is in the best interests of the Company and its Shareholders.

## **6. Principal Terms of the Acquisition Agreement**

Pursuant to the Acquisition Agreement, the Company has agreed, subject to satisfaction of the Conditions Precedent by no later than the date which is one month after the posting of this Document, to acquire the entire issued share capital of Tiamat Agriculture for £1.00 (payable at Completion) and, subject to satisfaction of the Licensing Condition on or before the date which is 18 months from Completion, to settle the Contingent Consideration.

In addition, subject to Completion and the Subscription completing in accordance with the terms of the Subscription Agreement, the Company has also agreed to make a payment of up to £100,000 in cash to the Vendors, in full and final satisfaction of all amounts due to the Vendors from Tiamat.

The Acquisition Agreement contains warranties from the Vendors in favour of the Company, in respect of the sale and purchase of the shares of Tiamat, compliance with laws, the information provided to the Company, property, employees and financial matters. The Vendors have given a tax covenant in favour of the Company.

Undertakings have been given by the Vendors as to the status and operations of Tiamat between the date of the Acquisition Agreement and Completion.

## **7. The Subscription and the Subscription Warrants**

The Company is proposing to raise £400,000 pursuant to the subscription by URA for 88,888,888 Ordinary Shares at a price of 0.45 pence per share. The Subscription is being financed from URA's existing cash resources.

In addition to the Subscription Agreement, the Company will, upon issue of the Subscription Shares, execute the Warrant Agreement, pursuant to which it will grant the Subscription Warrants to URA. The Subscription Warrants will entitle URA to subscribe for an additional 88,888,888 Ordinary Shares at a price of 0.45 pence per share, at any time up to 3 years from the date of grant. Further information about the Subscription and the Subscription Warrants is set out in paragraph 4 of Part III of this Document.

On completion of the Subscription, URA will have the right to appoint a Director (for so long as it holds the Subscription Shares) to the Board of Ananda. The initial appointee will be Peter Redmond, a director of URA, who shall enter into a non-executive director letter of appointment with the Company and receive director's fees of £1,000 per month. Further information about Mr Redmond is set out in paragraph 11 of this Part I.

Subject to Completion, a portion of the proceeds from the Subscription will be advanced to Tiamat and used to fund the Home Office Licence application, with the balance being used for the Company's general working capital purposes.

### Lock-in and Orderly Market Deed

Pursuant to a lock-in and orderly market deed dated 24 May 2019 (subject to the satisfaction of the Conditions Precedent and completion of the Subscription in accordance with the terms of the Subscription Agreement), URA has undertaken that it will not, for a period of 12 months from the date of issue of the Subscription Shares, dispose of any of those shares, save in acceptance of a takeover offer for the whole of the issued equity share capital of the Company (other than any equity share capital held by or committed to the offeror and/or persons acting in concert with the offeror) made in accordance with the Takeover Code, or in executing an irrevocable undertaking to accept such an offer, in the event of an intervening Court order, or as is otherwise agreed and consent to by Peterhouse and the Company ("Lock-In Period"). For a period of 6 months after the Lock-in Period, URA has also undertaken not to dispose of any of the Subscription Shares, without first consulting with the Company and Peterhouse, with a view to maintaining an orderly market in the share capital of the Company.

### Convertible Facility

On 21 September 2018, Melissa Sturgess and Charles Morgan entered into the Convertible Facility to provide Ananda with up to £300,000 to enable the Company to take advantage of investment opportunities. No funds have yet been drawn down under the Convertible Facility and on completion of the Subscription, the Convertible Loan Facility will be terminated. The Independent Directors believe that, at this stage in the Company's growth cycle, it is in Ananda's best interests to fund the Company via equity where possible and to limit any long-term liabilities that might have been incurred as part of the Convertible Facility.

## **8. Application to the NEX Exchange Growth Market**

Application will be made for the Subscription Shares to be admitted to trading on the NEX Exchange Growth Market. It is expected that Admission will become effective and that dealings in the Subscription Shares will commence on 11 June 2019.

The Subscription Shares will, on Admission, rank *pari passu* in all respects with the Ordinary Shares and will rank in full for all dividends and other distributions hereafter declared, paid or made on the ordinary share capital of the Company.

The Directors have sufficient authority to allot and issue the Subscription Shares and any Ordinary Shares issued pursuant to the exercise of the Founder Warrants and the Subscription Warrants, following the passing of the resolutions at the Company's general meeting held on 10 April 2018.

## **9. The Takeover Code**

The Proposals give rise to certain considerations under the Code. Brief details of the Code and the protection this affords Shareholders is set out below.

The Code is issued and administered by the Panel. The Code and the Panel operate to ensure fair and equal treatment of shareholders in relation to takeovers, and also provide an orderly framework within which takeovers are conducted. The Code applies to all takeover and merger transactions, however effected, where the offeree company is, *inter alia*, a company resident in the UK, the Channel Islands or the Isle of Man, the securities of which are admitted to trading on a regulated market or a multilateral trading facility (such as the NEX Exchange Growth Market) in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man.

Under Rule 9 of the Code, when (i) a person acquires an interest in shares which, taken together with shares in which he and persons acting in concert with him are interested in, carry 30 per cent or more of the voting rights of a company subject to the Code, or (ii) any person who, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30 per cent of the voting rights of a company but does not hold shares carrying more than 50 per cent of the voting rights of the company subject to the Code, and such person, or any persons acting in concert with him, acquires an interest in any other shares which increases the percentage of the shares carrying voting rights in which he is interested, then in either case, that person together with the persons acting in concert with him, is normally required to make a general offer in cash, at the highest price paid by him, or any persons acting in concert with him, for shares in that company or an interest in shares in that company within the preceding 12 months, for all the remaining equity share capital of that company.

Under the Code, a concert party arises when persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate control of that company. Under the Code, control means a holding, or aggregate holding, of shares carrying 30 per cent or more of the voting rights of a company, irrespective of whether the holding or holdings gives *de facto* control. In this context, voting rights means all the voting rights attributable to the capital of the company which are currently exercisable at a general meeting.

## **10. The Concert Party**

The Panel has determined that Charles Morgan, Melissa Sturgess, Jeremy Sturgess-Smith, Peter Redmond, Alex Gostevskikh, Michael Langoulant and URA are 'acting in concert' in the context of the

Proposals. Further information about the members of the Concert Party and the relationships between them is set out in paragraph 11 below.

The Concert Party currently holds 78,812,222 Ordinary Shares in aggregate, representing 23.94 per cent of the voting rights of the Company. In addition, Charles Morgan and Melissa Sturgess are interested in the Founder Warrants, exercisable into 46,083,332 Ordinary Shares.

Assuming that the Subscription Shares are issued, that members of the Concert Party exercise all of the Founder Warrants, the Subscription Warrants and the JSS Option and that the Contingent Consideration Shares are allotted in due course, the Concert Party will own in aggregate 513,124,719 Ordinary Shares representing approximately 67.21 per cent of the voting rights of the Company, assuming no other shares are issued.

The Subscription, the issue (and subsequent exercise) of the Subscription Warrants, the issue (and subsequent exercise) of the JSS Option and the allotment of the Contingent Consideration Shares would therefore trigger an obligation on the Concert Party to make an offer for the Company in accordance with Rule 9 of the Takeover Code. The Panel has agreed, however, to waive the obligation for the Concert Party to make a general offer that would otherwise arise as a result of the Subscription, the issue (and subsequent exercise) of the Subscription Warrants, the issue (and subsequent exercise) of the JSS Option and the allotment of the Contingent Consideration Shares, subject to the approval of Independent Shareholders, all of whom are independent of the Concert Party. Accordingly, Resolution 3 is being proposed at the General Meeting and will be taken on a poll of Independent Shareholders.

**For so long as the Concert Party hold more than 50 per cent of the Company's voting share capital and its members are presumed to be acting in concert by the Panel, they may increase their aggregate interests in the Ordinary Shares in the Company without incurring any obligation under Rule 9 to make a general offer for the remaining shares, although individual members of the Concert Party would not be able to increase their percentage interest in the Ordinary Shares of the Company through, or between, a Rule 9 threshold without the consent of the Panel.**

None of the members of the Concert Party are permitted to exercise their voting rights in respect of the Waiver Resolution. Moreover, the members of the Concert Party do not intend to vote on the other Resolutions to be proposed at the General Meeting.

The waiver to which the Panel has agreed under the Code will be invalidated if any purchases are made by any member of the Concert Party, or any person acting in concert with it, in the period between the date of this Document and the General Meeting.

In the event that the Proposals are approved, the Concert Party will not be restricted from making an offer for the Company.

## **11. Information on the Concert Party**

The members of the Concert Party are as follows:

### Charles Waite Morgan

Charles Morgan is a resources and technology venture capitalist who has identified emerging sectors and acquired early stage and strategic positions in a wide range of ventures around the globe. He has a proven track record in identifying early stage commercial opportunities and acting as a corporate catalyst, acquiring strategic assets and positions, partnering with regional and technology

experts, securing teams of appropriate executives and funds to build and develop projects and companies. Mr Morgan started his career in futures broking in London with M.L. Doxford & Co and left to join merchant bank Morgan Grenfell Limited in Sydney, Australia before moving to broking with ANZ McCaughan Dyson Limited in Melbourne and London. He then joined BZW Securities Limited in London before going back to Australia to form Morgan McFarlane a licensed securities dealer which raised equity funds for (mainly) Perth based mining and oil exploration companies.

Mr Morgan is involved in investing in various businesses and start-ups in the UK and San Francisco including Neuro-Bio Ltd (discoverer of cause and potential drug for Alzheimer's, Parkinson's and Motor Neurone Disease), TGMMatrix (shipper and transport matching engine), Brytlyt (Graphics Processing Unit based data base analytics), PensionBee (gathering people's various pensions into one), Teamable (social media based employment), Headnote (de-chequing legal firms in the United States). Mr Morgan was awarded an Honorary Doctorate in Science from Curtin University for his contributions to the commercialisation of University technology and intellectual property. He is currently Chair of Whitebark Energy Ltd.

Mr Morgan is Chairman of Ananda and a director and a 50 per cent shareholder in Tiamat. Mr Morgan is the husband of Melissa Sturgess. In addition to his interests in Ordinary Shares as set out in the table below, Mr Morgan is interested in shares representing 6.23 per cent of URA's voting rights.

#### Melissa Josephine Sturgess

Melissa Sturgess holds a BSc and an MBA and has many years of experience as a director of AIM and Australian Stock Exchange quoted companies, mainly involved in the acquisition, structuring and financing of natural resources deals across Africa. Ms Sturgess commenced her career in Australia as a member of the Executive Committee of Aquarius Platinum Limited, one of the first Australia/UK dual listed companies and a miner of platinum in South Africa and Zimbabwe. She was also founding director of Sylvania Resources Limited and a number of other companies operating in the metals and mining sector throughout Africa and listed on the AIM Market in London. Ms Sturgess relocated to London in 2006 and during her career has raised significant amounts of capital. She was a key driver in the successful recapitalisation of Messaging International plc during 2016 which subsequently changed its name to SigmaRoc Plc, acquired a building materials business via a reverse takeover and raised £50 million from a range of investors in the Channel Islands and the UK. Ms Sturgess' interest in the Cannabis sector started in 2017 with a trip to Israel to review the Medicinal Cannabis research that is happening in that country.

Ms Sturgess is an Executive Director of Ananda a director and 50 per cent shareholder in Tiamat. She is also an executive director of URA and is the wife of Charles Morgan. In addition to her interest in Ordinary Shares as set out in the table below, Melissa Sturgess is interested in shares representing 9.09 per cent of URA's voting rights.

#### Jeremy Edward Sturgess-Smith

Jeremy Sturgess-Smith is responsible for Corporate Development and Investor Relations at Ananda. Mr Sturgess-Smith is the adult son of Melissa Sturgess.

#### Peter Redmond

Peter Redmond, the Chairman of URA, is a corporate financier with some 30 years' experience in corporate finance and venture capital. He has acted on and assisted a wide range of companies to attain a listing over many years, on the Unlisted Securities Market, the Full List and AIM, whether by IPO or in many cases via reversals, across a wide range of sectors, ranging from technology through financial services to natural resources and biotech, in recent years often as a director and

shareholder of the companies concerned. He has been active over many years in corporate rescues and reconstructions on AIM and in reverse transactions into a range of investing companies. He was a founder director of Cleeve Capital plc (now Satellite Solutions plc), Mithril Capital plc (now BeHeard plc) and Silver Falcon plc (now Hemogenyx Pharmaceuticals plc), all of which were admitted to the Standard List of the London Stock Exchange, and took a leading role in the reconstruction and refinancing of AIM-quoted Kennedy Investments plc (now Kazera Global plc) and 3Legs Resources plc (now Salvarx Group plc). He is a director of Hemogenyx Pharmaceuticals plc and AIM-quoted Pires Investments plc.

In addition to his interest in Ordinary Shares as set out in the table below, Mr Redmond is interested in 11,111,111 shares in URA, representing 4.15 per cent of URA's voting rights.

#### Alex Vladimirovich Gostevskikh

Alex Gostevskikh, MSc MBA, is a non-executive director of URA and a geologist with 28 years of experience in international mining and exploration for such commodities as gold, silver, antimony, mercury, and base metals. He has extensive corporate experience through his involvement with a number of listed companies on AIM, the Toronto Stock Exchange and markets in New York. Alex is a Qualified Person member of the Mining and Metallurgical Society of America and acts as a Competent Person under the definitions of the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves and as a Qualified Person under the AIM Note for Mining, Oil and Gas Companies.

Mr Gostevskikh, has no interest in Ordinary Shares but is interested in 6,666,667 shares in URA, representing 2.49 per cent of URA's voting rights.

#### Michael James Langoulant

Michael Langoulant, URA's Company Secretary, is a Chartered Accountant, corporate and financial adviser who specialises in providing corporate financial services to public companies. He has over 30 years' experience in public company M&A, corporate administration and fundraising. He has acted as finance director, CFO, company secretary and non-executive director with a number of publicly listed companies.

In addition to his interest in Ordinary Shares as set out in the table below, Mr Langoulant is interested in 8,888,888 shares in URA, representing 3.32 per cent of URA's voting rights.

#### URA Holdings Plc

URA is a public limited company, incorporated and registered in England with company number 5329401. URA's registered office is at 6th Floor, 60 Gracechurch Street, London EC3V 0HR.

In May 2018, URA, which was then trading on AIM as a "cash shell" (as defined in Rule 15 of the AIM Rules for Companies), announced that it had entered into heads of terms to acquire Entertainment AI Limited, a business incorporated in the US to exploit the rapidly growing worldwide market for digital entertainment content. Trading in the URA Shares on AIM was suspended on 21 June 2018 in accordance with Rule 15 of the AIM Rules, as a result of the Company not having completed an acquisition which constituted a reverse takeover under the AIM Rules. On 24 December 2018, URA was withdrawn from AIM, having failed to complete the reverse takeover of Entertainment AI Limited within 6 months of its shares being suspended. In the event, URA was unable to complete the acquisition of Entertainment AI Limited and currently has no business or operations.

#### Concert Party Interests

The table below illustrates the maximum potential interest of the Concert Party in the voting rights of the Company:

Concert Party Member	Current holding of Ordinary Shares	Founder Warrants <sup>1</sup>	Subscription by URA	Subscription Warrants	Contingent Consideration Shares	Exercise of Options	Maximum interest in Ordinary Shares following exercise of the Founder Warrants, the Subscription, exercise of the Subscription Warrants, the issue of the Contingent Consideration Shares and exercise of Options	Maximum percentage interest in voting rights following exercise of the Founder Warrants, the Subscription, exercise of the Subscription Warrants, the issue of the Contingent Consideration Shares and exercise of Options
Charles Morgan	22,500,000	23,041,666	-	-	100,000,000	-	145,541,666	19.06%
Melissa Sturgess <sup>2</sup>	46,612,222	23,041,666	-	-	100,000,000	-	169,653,888	22.22%
Jeremy Sturgess-Smith	1,700,000	-	-	-	-	10,451,389	12,151,389	1.59%
Peter Redmond	5,000,000	-	-	-	-	-	5,000,000	0.65%
Alex Gostevskikh	-	-	-	-	-	-	-	-
Michael Langoulant	3,000,000	-	-	-	-	-	3,000,000	0.39%
URA	-	-	88,888,888	88,888,888	-	-	177,777,776	23.29%
TOTAL HOLDING OF CONCERT PARTY	78,812,222	46,083,332	88,888,888	88,888,888	200,000,000	10,451,389	513,124,719	<b><u>67.21%</u></b>
TOTAL SHARES IN ISSUE	<b>329,166,666</b>	<b>375,249,998</b>	<b>464,138,886</b>	<b>553,027,774</b>	<b>753,027,774</b>	<b>763,479,163</b>	<b>763,479,163</b>	

<sup>1</sup>as agreed with the Panel in light of disclosures made in the Admission Document, exercise of the Founder Warrants alone would not trigger an obligation to make an offer for the Company in accordance with Rule 9 of the Takeover Code

<sup>2</sup>of the 46,612,222 Ordinary Shares held by Melissa Sturgess, 22,222,222 are held in the name of Palace Trading Investments Limited and 1,090,000 are held in the name of Hartford Corporate Limited, companies which are both beneficially owned by Melissa Sturgess

## 12. Intentions of the Concert Party

If the Waiver Resolution is passed by the Independent Shareholders on a poll, there is no agreement, arrangement or understanding for the transfer by any member of the Concert Party of Ordinary Shares to any third party.

If the Proposals are approved at the General Meeting, the Company's Amended Investment Strategy will include the cultivation of Cannabis in any jurisdiction in which it is legal to do so.

The Directors, including Charles Morgan and Melissa Sturgess, who are members of the Concert Party, intend to implement this element of the Amended Investment Strategy, through Tiamat, in the manner described in paragraphs 3, 4 and 5 of this Part I, with immediate efforts being focused on the application for a Home Office Licence. As part of the application process, the Company may appoint specialist consultants.

At the same time as pursuing the grant of the Home Office Licence, the Directors will continue to implement those elements of the Current Investment Strategy which remain, unaltered, in the Amended Investment Strategy as set out in Part II of this Document.

If the application for a Home Office Licence is successful, the Directors intend to commence the cultivation of Cannabis in accordance with the terms of the Tiamat Anglia Agreement, pursuant to which the JV Partners have agreed to provide the necessary infrastructure (including land), management and expertise.

Save as aforesaid, no member of the Concert Party has any intention to make any changes in relation to:

- the future business or strategic plans of the Enlarged Group;
- any research and development activities of the Enlarged Group;
- the continued employment of the Company's employees and management, including any change in the conditions of employment or in the balance of the skills and functions of the employees and management;
- the locations of the Enlarged Group's places of business, including the location of the Company's headquarters and headquarters functions;
- employer contributions into the Company's pension scheme (including with regard to current arrangements for the funding of any scheme deficit), the accruals of benefits for existing members and the admission of new members;
- the redeployment of any fixed assets of the Company; or
- the maintenance of any existing trading facilities for the Ordinary Shares after completion of the Proposals.

### **13. Employee Option Scheme**

When the Company was admitted to trading on the NEX Exchange Growth Market, it was stated that the Board intended to establish a share ownership scheme to motivate and incentivise management and employees. Following Completion, the Company intends to implement an employee option scheme. Once the employee option scheme is formally established, the Directors intend to grant options over 10,451,389 Ordinary Shares to Jeremy Sturgess-Smith, as set out in the table in paragraph 11 above.

### **14. General Meeting**

Set out at the end of this Document is the Notice convening the General Meeting to be held at the offices of Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY at 10.00 a.m. on 10 June 2019, at which each of the following resolutions will be proposed as ordinary resolutions

Resolution 1: To approve the purchase by the Company of the entire issued share capital of Tiamat Agriculture from Charles Morgan and Melissa Sturgess, directors of the Company.

Resolution 2: To approve and adopt the Amended Investment Strategy, in substitution for the Current Investment Strategy.

Resolution 3: To approve the Waiver.

The members of the Concert Party will not vote on any of the Resolutions to be proposed at the General Meeting. The passing of the Resolutions will require the approval by the Independent

Shareholders by way of simple majority. Resolution 3 must be approved by the Independent Shareholders on a poll and each Independent Shareholder will be entitled to one vote for each Ordinary Share held.

#### **15. Action to be Taken**

A Form of Proxy for use at the General Meeting is enclosed with this Document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's Registrars, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey KT13 0TS as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 6 June 2019. The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

#### **16. Additional Information**

Shareholders' attention is drawn to the additional information in Parts II – IV of this Document.

#### **17. Recommendation**

The Independent Directors, namely Inbar Pomeranchik and John Treacy, who have been so advised by Peterhouse, believe that the Proposals are fair and reasonable and in the best interests of the Company and Shareholders as a whole. In providing advice to the Independent Directors, Peterhouse has taken into account the Independent Directors' commercial assessments.

**Accordingly, the Independent Directors recommend that Independent Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.**

Yours faithfully

Inbar Pomeranchik and John Treacy

## PART II

### AMENDED INVESTMENT STRATEGY

Set out below is the investment strategy which will be adopted by the Board on behalf of the Company if the approval of Independent Shareholders is obtained at the General Meeting.

#### **Investment Strategy**

The Board intend to seek investments in companies, projects or products that are:

- progressing legal Cannabis research and development;
- seeking to produce or cultivate Cannabis in any jurisdiction in which it is legal to do so;
- producing or supplying legal products derived from or related to Cannabis (including, but not limited to, hemp and cannabidiol products); and/or
- commercialising or marketing Cannabis and its derivatives in any form in which it is legal to do so.

The Company will seek investments in companies and projects in jurisdictions which have well-developed and reputable laws and regulations for the research and production of Cannabis and in jurisdictions that are signatories to the United Nation's conventions on narcotics.

#### *Types of Investments*

The Company is likely to be an active investor within these sectors and acquire control of certain target companies although it may also consider acquiring non-controlling shareholdings. The proposed investments to be made by the Company may be in either quoted or unquoted securities and made by direct acquisition of an interest in companies, partnerships or joint ventures, or direct interests in projects and can be at any stage of development. Accordingly, the Company's equity interest in a proposed investment may range from a minority position to 100 per cent ownership and a controlling interest. The Directors' primary objective is to achieve the best possible value over time for Shareholders, primarily through capital growth.

If the Company takes a controlling stake, the acquisition could trigger a Reverse Takeover under Rule 58 of the NEX Exchange Rules.

The Board intends to acquire one or more investments in quoted or unquoted businesses or companies (in whole or in part) thereby creating a platform for further investments. There is no limit on the number of companies, projects or products that the Company may invest in with the agricultural, medicinal or scientific cannabis sectors. The Company may need to raise additional funds for these purposes and may use both debt and/or equity.

The Board believes that their collective experience, together with their extensive network of contacts and the Investment Advisor, will assist them in the identification, evaluation and funding of appropriate investment opportunities within the Cannabis sector. When necessary, other external professionals will be engaged to assist in the due diligence on prospective targets and their management teams. The Directors will also consider appointing additional directors and/or advisors with relevant experience if the need arises.

The Directors intend to review the investment strategy on an annual basis and, subject to their review and in the absence of unforeseen circumstances, the Directors intend to adhere to the

investment strategy. Changes to the investment strategy may be prompted, inter alia, by changes in government policies or economic conditions which alter or introduce additional investment opportunities. It is the intention of the Directors to invest the Company's cash resources, as far as practicable, in accordance with the investment strategy.

The Directors believe that they, together with the Company's Senior Investment Adviser, Dr Eli David Schmell, PhD, have sufficient experience and expertise to allow them to identify, appraise and execute attractive investment opportunities in line with the Amended Investment Strategy, which will have the potential to increase Shareholder value.

**Shareholders' attention is drawn to the risk factors set out in Part II of the Company's Admission Document dated 21 June 2018 which is available on the Company's website at [www.anandadevelopments.com](http://www.anandadevelopments.com)**

## PART III

### ADDITIONAL INFORMATION

#### 1. RESPONSIBILITY

- 1.1 The Directors, whose names appear on page 11 of this Document, and the Company accept responsibility for the information contained in this Document (including any expressions of opinion) other than for the recommendation in paragraph 17 of Part I of this Document, for which the Independent Directors are solely responsible, and for the information concerning the members of the Concert Party and its intentions, for which the individual members of the Concert Party take responsibility, as set out in paragraph 1.2 of this Part III. To the best of the knowledge and belief of the Directors and the Company, who have taken all reasonable care to ensure that such is the case, the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 Each of the members of the Concert Party, whose names are set out in paragraph 11 of Part I of this Document, jointly and severally accept responsibility for the information contained in Part I of this Document and in this Part III relating to the members of the Concert Party and their intentions (including any expressions of opinion). To the best of their knowledge and belief, having taken all reasonable care to ensure that such is the case, the information contained in this Document for which the Concert Party are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

#### 2. INTERESTS AND DEALINGS

- 2.1 As at the disclosure date, the total issued share capital of the Company was 329,166,666 Ordinary Shares.
- 2.2
- (i) Melissa Sturgess acquired 22,222,222 Ordinary Shares at a price of 0.45p per share on 4 July 2018, when the Company was admitted to trading on the NEX Exchange Growth Market.
  - (ii) Melissa Sturgess acquired 590,000 Ordinary Shares at a price of 0.4496p per share on 19 October 2018 and 500,000 Ordinary Shares at a price of 0.4501p per share on 31 October 2018.
  - (iii) Michael Langoulant sold 2,000,000 Ordinary Shares at a price of 0.55p per share on 12 September 2018, sold 1,000,000 Ordinary Shares at a price of 0.46p per share on 1 October 2018, sold 1,000,000 Ordinary Shares at a price of 0.44p per share on 3 October 2018 and sold 3,000,000 Ordinary Shares at a price of 0.453p per share on 17 October 2018.
- 2.3 As at the disclosure date, the interests, rights to subscribe and short positions of the Directors, their immediate families and persons connected with them (within the meaning of Part 22 of the Act) in Ordinary Shares (all of which are beneficial unless stated) which would be required to be notified pursuant to Part 22 of the Act and related regulations, or which would be required to be entered in the register maintained under Part 22 of the Act, were as follows:

	<i>Ordinary Shares</i>	<i>Percentage of Existing Ordinary Shares</i>	<i>Founder Warrants</i>	<i>Percentage of fully diluted issued share capital<sup>1</sup></i>
Charles Morgan	22,500,000	6.84	23,041,666	12.14
Melissa Sturgess <sup>2</sup>	46,612,222	14.16	23,041,666	18.56
Inbar Pomeranchik	-	-	-	-
John Treacy	-	-	-	-

<sup>1</sup>assuming exercise of the Founder Warrants only.

<sup>2</sup>including 22,222,222 Ordinary Shares held in the name of Palace Trading Investments Limited and 1,090,000 Ordinary Shares held in the name of Hartford Corporate Limited, companies which are both beneficially owned by Melissa Sturgess.

- 2.4 As at the disclosure date, there were no share options granted to Directors (and any persons connected with them (within the meaning of section 252 of the Act)).
- 2.5 As at the disclosure date, neither the Company nor any persons acting in concert with the Company had borrowed or lent any relevant securities of the Company.
- 2.6 Save as disclosed in paragraph 11 of Part I of this Document, as at the disclosure date, none of the Directors, their immediate families or person connected with them (within the meaning of Part 22 of the Act and related regulations) nor any persons acting in concert with them, had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of any relevant securities of the Company.
- 2.7 Save as disclosed in paragraph 11 of Part I of this Document, as at the disclosure date, no person acting in concert with the Company had any interests, rights to subscribe or short positions (whether conditional or absolute and whether in the money or otherwise), including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery in relevant securities of the Company.
- 2.8 Peterhouse is interested in warrants to subscribe for 9,875,000 Ordinary Shares at a price of 0.45 pence per share, exercisable until 4 July 2023. Peterhouse is NEX Exchange Corporate Adviser to Imperial X PLC, a company of which Melissa Sturgess is a director and of which Michael Langoulant is a director and Company Secretary; Peterhouse is also AIM Broker to Pires Investments plc and broker to Hemogenyx Pharmaceuticals plc, companies of which Peter Redmond is a non-executive director. Save as aforesaid, as at the disclosure date, neither Peterhouse nor any other connected adviser of the Company (including any person controlling, controlled by or under the same control as it) had any interests, rights to subscribe or short positions in relevant securities of the Company.
- 2.9 Save as disclosed in paragraph 2.2 of this Part III, during the period of 12 months preceding the disclosure date, there have been no dealings for value in relevant securities by the

Concert Party (and persons connected with the Concert Party (within the meaning of section 252 of the Act)) or by any directors of companies within the Concert Party.

2.10 The Concert Party has not entered into any agreement, arrangement or understanding:

- (i) with the Independent Directors (or their close relatives and related trusts) which has any connection with or dependence upon the proposals set out in Part I of this Document; or
- (ii) for the transfer of any Ordinary Shares acquired by the Concert Party.

Save for the Acquisition Agreement, the Subscription Agreement, the Warrant Agreement, the proposed appointment of Peter Redmond to the Board of Ananda and the Tiamat Anglia Agreement, the Independent Directors are not aware of any agreement, arrangement or understanding having any connection with or dependence upon the proposals set out in Part I of this Document between the Concert Party and any person interested or recently interested in Ordinary Shares, any other recent director of the Company or Peterhouse (or any person who is, or is presumed to be, acting in concert with Peterhouse).

2.11 Save as disclosed in this paragraph 2 and in Part I of this Document:

- (i) the Concert Party is not interested in any relevant securities, does not have a right to subscribe for relevant securities, has not borrowed or lent relevant securities or has not dealt for value in relevant securities during the period of 12 months preceding the disclosure date;
- (ii) no director of a Concert Party member has an interest in any relevant securities nor has a right to subscribe for relevant securities;
- (iii) no person referred to in paragraphs (i) or (ii) above has any short position in relation to relevant securities (whether conditional or absolute and whether in the money or otherwise and including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery);
- (iv) neither the Company nor any person acting in concert with the Company has borrowed or lent relevant securities;
- (v) neither the Company nor any person acting in concert with the Company has any interests, rights to subscribe or short positions in the Company;
- (vi) neither the Concert Party nor any person acting in concert with it has lent or borrowed any relevant securities;
- (vii) the Company has not redeemed or purchased any relevant securities during the period of 12 months preceding the disclosure date.

2.12 For the purposes of this paragraph 2:

- (i) references to persons “acting in concert” comprise persons who, pursuant to an agreement or understanding (whether formal or informal), co-operate to obtain or consolidate control (as defined below) of a company or to frustrate the successful outcome of an offer for a company. A person and each of its affiliated persons will be deemed to be acting in concert with each other. Without prejudice to the general application of this definition, the following persons will be presumed to be persons acting in concert with other persons in the same category unless the contrary is established:

- (a) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with each other (for this purpose ownership or control of 20 per cent or more of the equity share capital of a company is regarded as the test of associated company status);
  - (b) a company with any of its directors (together with their close relatives and related trusts);
  - (c) a company with any of its pension funds and the pension funds of any company covered in (i);
  - (d) a fund manager (including an exempt fund manager) with any investment company, unit trust or other person whose investments such fund manager manages on a discretionary basis, in respect of the relevant investment accounts;
- (ii) an “arrangement” includes any indemnity or option arrangement and any agreement or understanding, formal or informal, of whatever nature, relating to Relevant securities which may be an inducement to deal or refrain from dealing;
  - (iii) a “connected adviser” means an organisation which is advising the offeror or the offeree company;
  - (iv) “connected person” means in relation to any person a person whose interest in shares is one in which the first mentioned person is also taken to be interested pursuant to Part 2 of the Act;
  - (v) “control” means a holding, or aggregate holdings, of shares in the capital of a company carrying 30 per cent or more of the voting rights of such company, irrespective of whether the holding or holdings give de facto control;
  - (vi) “dealing or dealt” include:
    - (a) acquiring or disposing of relevant securities, the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights allocated to Relevant securities or general control of Relevant securities;
    - (b) taking, granting, acquiring, disposing of, entering into, closing out, terminating, exercising (by either party) or varying an option in respect of any Relevant securities;
    - (c) subscribing or agreeing to subscribe for relevant securities (whether in respect of new or existing securities);
    - (d) exercising or converting any relevant securities carrying conversion or subscription rights;

- (e) acquiring, disposing of, entering into, closing out, exercising (by either party) of any rights under, or varying of, a derivative referenced directly or indirectly, to Relevant securities;
  - (f) entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities; and
  - (g) any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;
- (vii) “derivative” includes any financial product whose value in whole or in part is determined, directly or indirectly, by reference to the price of an underlying security but which does not include the possibility of delivery of such underlying securities;
- (viii) “disclosure date” means 23 May 2019, being the latest practicable date prior to the publication of this document;
- (ix) “disclosure period” means the period of 12 months ending on the disclosure date;
- (x) an “exempt fund manager” means a person who manages investment accounts on a discretionary basis and is recognised by the Panel as an exempt fund manager for the purposes of the Code;
- (xi) being “interested” in relevant securities includes where a person (otherwise than through a short position):
- (a) owns relevant securities; or
  - (b) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to relevant securities or has general control over them; or
  - (c) by virtue of an agreement to purchase, option or derivative, has the right or option to acquire relevant securities or to call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
  - (d) is party to any derivative whose value is determined by reference to their price and which results, or may result, in his having a long position in them;
- (xii) “relevant securities” means securities which comprise equity share capital (or derivatives referenced thereto) and securities convertible into rights to subscribe for and options (including traded options) in respect of any such securities; and
- (xiii) “short position” means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery.

### **3. Directors' Service Contracts**

The Company has entered into service agreements and letter(s) of appointment as follows:

- 3.1 On 19 June 2018, Charles Morgan entered into a service agreement with the Company, under the terms of which Mr Morgan has agreed to act as Executive Officer of the Company. The service agreement is for an initial period of one year from 4 July 2018 unless terminated by either party giving to the other not less than twelve months' notice in writing. The fee payable is £27,000 per annum payable in monthly arrears.
- 3.2 On 19 June 2018, Melissa Sturgess entered into a service agreement with the Company, under the terms of which Ms Sturgess has agreed to act as Executive Officer of the Company. The service agreement is for an initial period of one year from 4 July 2018 unless terminated by either party giving to the other not less than twelve months' notice in writing. The fee payable is £27,000 per annum payable in monthly arrears.
- 3.3 On 20 June 2018, Dr Maymon Pomeranchik entered into a letter of appointment with the Company in a customary form, pursuant to which she is entitled to a director's fee of £18,000 per annum. The appointment is for an initial term of 24 months from 4 July 2018 and will be terminable at any time on 3 months' prior written notice by either party.  
  
On 30 January 2018, Dr Maymon Pomeranchik's role changed from non-executive Director to Executive Director. There were no other changes to the terms of her appointment.
- 3.4 On 19 June 2018, John Treacy entered into a letter of appointment with the Company in a customary form, pursuant to which he is entitled to a director's fee of £18,000 per annum. The appointment is for an initial term of 24 months from 4 July 2018 and will be terminable at any time on 3 months' prior written notice by either party.
- 3.5 Subject to completion of the Subscription Agreement, which will require, amongst other matters, the Waiver Resolution being approved by the Independent Shareholders at the General Meeting, Peter Redmond has agreed the terms of a letter of appointment with the Company under which he will receive a fee of £1,000 per month (£12,000 per annum), before tax. The letter of appointment is terminable by either party on not less than 3 months' prior written notice. The letter of appointment will be executed following Mr Redmond's appointment as a non-executive Director of the Company.
- 3.6 Save as disclosed above, none of the Directors' service contracts or appointment letters, or the terms of such contracts and letters, have been amended within the six-month period prior to the date of this Document.

### **4. Material Contracts**

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company within the period of two years prior to the date of this Document and are or may be material:

- 4.1 An engagement letter dated 23 April 2018 between the Company and Peterhouse pursuant to which the Company appointed Peterhouse to act as the corporate adviser to the Company

for the purposes of seeking admission of the Company's shares to trading on the NEX Exchange Growth Market, for which, the Company agreed to pay £25,000 plus VAT.

- 4.2 A corporate adviser agreement dated 3 July 2018 between the Company and Peterhouse pursuant to which the Company appointed Peterhouse to act as corporate adviser to the Company on an ongoing basis following admission of the Ordinary Shares to trading on the NEX Exchange Growth Market, for which the Company agreed to pay a fee of £20,000 plus VAT per annum, payable quarterly in advance. The agreement contains certain undertakings and indemnities given by the Company in respect of, *inter alia*, compliance with all applicable laws and regulations. The agreement continues for a fixed period of one year from the date of Admission and thereafter is subject to termination by either party giving three months' prior written notice.
- 4.3 Lock-In Agreements dated 20 June 2018 between the Persons Discharging Managerial Responsibility (being the Directors), the Company and Peterhouse, (the "Lock-In Agreements") pursuant to which the Persons Discharging Managerial Responsibility agreed with Peterhouse and the Company not to dispose of any Ordinary Shares held by them for a period of 12 months from Admission (the "Lock-in Period"). In addition, each of the Persons Discharging Managerial Responsibility referred to above undertook to the Company and Peterhouse not to dispose of their Ordinary Shares for a period of 12 months after the end of the Lock-In Period without first consulting Peterhouse with a view to maintaining an orderly market in the share capital of the Company. Certain disposals are excluded from the Lock-In Period, being those relating to acceptance of a general offer made to all Shareholders, pursuant to a court order, in the event of the death of the Person Discharging Managerial Responsibility, or as otherwise agreed to by the NEX Exchange Growth Market and Peterhouse. The Lock-In Agreements also contain covenants given by the Persons Discharging Managerial Responsibility to use their reasonable endeavours to ensure that any persons deemed to be connected with them pursuant to the NEX Exchange Rules also adhere to the terms of the Lock-In Agreements.
- 4.4 Pursuant to a warrant instrument dated 20 June 2018, the Company granted Peterhouse warrants to subscribe for 9,875,000 Ordinary Shares, such warrants to be exercisable at a price of 0.45p per share at any time for a period of five years from 4 July 2018 and pursuant to the terms of the warrant instrument.
- 4.5 Pursuant to a warrant instrument dated 20 June 2018, the Company issued Charles Morgan and Melissa Sturgess warrants to subscribe for an aggregate 46,083,333 Ordinary Shares at an exercise price of 0.2p per share. Mr Morgan and Ms Sturgess may exercise their warrants at any time up to the fifth anniversary of 4 July 2018.
- 4.6 On 20 June 2018, the Company executed deeds of indemnity in favour of each of the Directors, pursuant to which the Company agreed to indemnify them to the extent permitted by law. Under the deeds, the Company agreed to loan amounts to Directors, on an interest free basis, to defend certain legal proceedings, the amount advanced is repaid if the Director is found guilty or forms part of the indemnity if proceedings are found in favour of the Director.
- 4.7 A share sale and purchase agreement dated 24 May 2019, pursuant to which, the Company has agreed, subject to satisfaction of the Conditions Precedent by no later than the date which is one month after the date of posting this Document, to acquire the entire issued

share capital of Tiamat Agriculture for £1.00 (payable at Completion) and, subject to satisfaction of the Licensing Condition on or before the date which is 18 months from Completion, to settle the Contingent Consideration.

In addition, subject to Completion and the Subscription completing in accordance with the terms of the Subscription Agreement, the Company has also agreed to make a payment of up to £100,000 in cash to the Vendors, in full and final satisfaction of all amounts due to the Vendors from Tiamat.

The Acquisition Agreement contains warranties from the Vendors in favour of the Company, in respect of the sale and purchase of the shares of Tiamat, compliance with laws, the information provided to the Company, property, employees and financial matters. The Vendors have given a tax covenant in favour of the Company.

Undertakings have been given by the Vendors as to the status and operations of Tiamat between the date of the Acquisition Agreement and Completion.

- 4.8 A subscription agreement dated 24 May 2019, pursuant to which, subject to the Waiver, the passing of the Waiver Resolution and Admission of the Subscription Shares, URA will be issued the Subscription Shares and URA and the Company will execute the Warrant Agreement (as described below).

On completion of the Subscription, URA will (for so long as it holds the Subscription Shares) have the right to appoint a Director to the Board of Ananda, who shall enter into a non-executive director letter of appointment with the Company and receive director's fees of £1,000 per month.

- 4.9 Subject to the issue of the Ordinary Shares pursuant to the Subscription Agreement, URA and the Company will enter into a warrant agreement, under which URA will be granted the Subscription Warrants, which may be exercised at any time prior to the date which is 3 years after the issue of the Subscription Shares, each at the Subscription Price. The Subscription Warrants are transferrable with the prior written consent of the Company and none of the Subscription Warrants may be exercised at any time and in any circumstance which may result in a Rule 9 obligation under the Code. The Warrant Agreement contains customary re-organisation provisions.

- 4.10 A lock-in and orderly market deed dated 24 May 2019, pursuant to which (subject to the satisfaction of the Conditions Precedent and completion of the Subscription in accordance with the terms of the Subscription Agreement), URA has undertaken that it will not, for a period of 12 months from the date of issue of the Subscription Shares, dispose of any of those shares, save in acceptance of a takeover offer for the whole of the issued equity share capital of the Company (other than any equity share capital held by or committed to the offeror and/or persons acting in concert with the offeror) made in accordance with the Takeover Code, or in executing an irrevocable undertaking to accept such an offer, in the event of an intervening Court order, or as is otherwise agreed and consented to by Peterhouse and the Company ("Lock-In Period"). For a period of 6 months after the Lock-in Period, URA has also undertaken not to dispose of any of the Subscription Shares, without first consulting with the Company and Peterhouse, with a view to maintaining an orderly market in the share capital of the Company.

## **5. Tiamat Anglia Agreement**

Pursuant to the Tiamat Anglia Agreement, dated 22 January 2019, Tiamat agreed to fund the cost of the Home Office Licence application, as well as the direct costs of growing the Medicinal Cannabis if such application is successful. Under the terms of the agreement Anglia Salads and JEPCO provide the land, infrastructure and specialist growing expertise gathered from their previous experience cultivating >0.2% THC Cannabis.

In the event that the Home Office Licence is required to be in the name of Anglia Salads (as the land and infrastructure holder) Tiamat will have an exclusive right to access the Licence.

Conditional upon the Home Office Licence being granted, Tiamat, Anglia Salads and JEPCO will enter into a profit-sharing growing contract under which Anglia Salads and JEPCO will initially make available 0.17 hectares of indoor growing facility in the South East of England, with an option to expand at a later date. Tiamat will nominate and provide the seeds/seedlings and funds for the operating costs. Revenue less the growing costs shall be split between the parties on the basis of 50 per cent to Tiamat and 25 per cent to each of Anglia Salads and JEPCO.

The Tiamat Anglia Agreement contemplates that an agreement will be put in place which provides for a 4 per cent net sales royalty to be payable to the current shareholders of Tiamat, Anglia Salads and JEPCO, namely Charles Morgan, Melissa Sturgess, David Edwards and Stuart Piccaver.

The agreement provides for a 5-year exclusivity period between the parties.

Should the Home Office Licence application be unsuccessful, the agreement will be null and void with no liabilities existing as between the parties.

## **6. Middle Market Quotations**

The following table sets out the middle market quotations for an Ordinary Share for the first business day in each of the six months immediately preceding the date of this Document and for 23 May 2019 (being the latest practicable date prior to the publication of this Document):

Date	Price
23 May 2019	0.305p
1 May 2019	0.275p
1 April 2019	0.265p
1 March 2019	0.315p
1 February 2019	0.315p
2 January 2019	0.375p
3 December 2018	0.515p

## **7. General**

7.1 Peterhouse has given and not withdrawn its written consent to the issue of this Document with the inclusion therein of its name in the form and context in which it appears.

7.2 No inducement fee is payable in respect of the proposals set out in this Document.

- 7.3 There are no financing arrangements in place in relation to the proposals set out in this Document where payment of interest on, repayment of, or security for, any liability is dependent on the Company.
- 7.4 No arrangements to incentivise management regarding the proposals set out in this Document have been entered into or are proposed.
- 7.5 On 4 July 2018, the Company raised £930,000 (before expenses) in connection with the Company's admission to trading on the NEX Exchange Growth Market. Since that date, the Company has made investments as described in paragraph 2 of Part I of this Document. Save as aforesaid, there has been no material or significant change in the financial or trading position of the Company since 30 April 2018, being the date to which the audited financial information in the Company's NEX Exchange Admission Document was prepared.
- 7.6 The contents of the Company's website or any website directly or indirectly linked to any of such website do not form part of this Document and should not be relied upon, without prejudice to the documents incorporated by reference into this document.

## **8. Documents Available for Inspection**

- 8.1 Copies of the following documents will be available for inspection:
- (i) a copy of this Document;
  - (ii) the articles of association of the Company;
  - (iii) the Company's Admission Document dated 20 June 2018;
  - (iv) the written consent of Peterhouse referred to in paragraph 7.1 above; and
  - (v) the material contracts set out in paragraphs 4 and 5 of this Part III.
- 8.2 The documents will be available at (i) the Company's registered office during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) until the conclusion of the General Meeting, (ii) at the place of the meeting for at least 15 minutes prior to the General Meeting until its conclusion, and (iii) for inspection on: [www.anandadevelopments.com](http://www.anandadevelopments.com).

24 May 2019

## PART IV

### FINANCIAL INFORMATION ON THE COMPANY

As required under the rules of the Code, the information listed below relating to the Company is hereby incorporated by reference into this Document in accordance with Rule 24.15 of the Code and the documents referred to are available free of charge on the Company's website at [www.anandadevelopments.com](http://www.anandadevelopments.com) and are also available for inspection as set out in paragraph 7 of Part III of this Document.

No.	Information	Source of Information
1.	Accountant's Report on the historic financial information of Ananda for the period ended 30 April 2018	<a href="http://anandadevelopments.com/wp-content/uploads/2019/03/ANANDA-DEVELOPMENTS-Admission-Documents-29.06.2018-FINAL-clean.pdf">http://anandadevelopments.com/wp-content/uploads/2019/03/ANANDA-DEVELOPMENTS-Admission-Documents-29.06.2018-FINAL-clean.pdf</a>

If you are reading this Document in hard copy, please enter the above web addresses in your web browser to be brought to the relevant document. If you are reading this Document in soft copy, please click on the web address above to be brought to the relevant document.

Any Shareholder, person with information rights or other person to whom this Document is sent may request in writing or verbally a hard copy of each of the documents above incorporated by reference in this Document. Hard copies will only be sent where valid requests are received from such persons. Requests for copies of any such documents should be directed to the Company's Registrars, SLC Registrars Limited, Ashley Park House, 42-50 Hershams Road, Walton-on-Thames, Surrey KT12 1RZ or by telephoning the shareholder helpline on 01903 706150. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. – 5.00 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that SLC Registrars Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

# ANANDA DEVELOPMENTS PLC

(Incorporated in England and Wales under the Companies Act 2006 with registration number 11159584)

## NOTICE OF GENERAL MEETING

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Notice is hereby given that a general meeting of the members of Ananda Developments plc (the "**Company**") will be held at the offices of Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY at 10.00 a.m. on 10 June 2019 to consider and, if thought fit, pass the following resolutions (collectively, the "**Resolutions**" and each a "**Resolution**"), each of which will be proposed as ordinary resolutions and Resolution 3 of which will be determined by way of a poll of Independent Shareholders, as defined in the circular to shareholders of the Company dated 24 May 2019 of which this notice of general meeting forms part (the "**Document**").

Unless the context otherwise requires, words and expressions used in this notice have the meanings given to them in the Document.

### ORDINARY RESOLUTIONS

1. **THAT**, the purchase by the Company of the entire issued share capital of Tiamat Agriculture Limited (company number 11770310) from Charles Morgan and Melissa Sturgess (the "**Vendors**"), both of whom are directors of the Company, for the sum of £1.00 (along with contingent consideration of £900,000, which shall be satisfied by the issue of 200,000,000 ordinary shares of £0.002 each in the capital of the Company) be approved.
2. **THAT**, the Amended Investment Strategy, as set out in full at Part II of the Document, be approved and adopted as the investment strategy of the Company in substitution for, and to the exclusion of, the Current Investment Strategy.
3. **THAT**, the waiver granted by the Panel on Takeovers and Mergers of any requirement under Rule 9 of the City Code on Takeovers and Mergers (the "**Code**") for Charles Morgan, Melissa Sturgess, Jeremy Sturgess-Smith, Peter Redmond, Alex Gosteskikh, Michael Langoulant and URA Holdings PLC (the "**Concert Party**") to make a general offer to Shareholders as a result of the Acquisition (including the potential issue of the Contingent Consideration Shares), the Subscription, the issue (and subsequent exercise) of the Subscription Warrants and the grant (and subsequent exercise) of the JSS Option, be approved.

By order of the Board

*Company Secretary*

*Registered office:*

60 Gracechurch Street  
London  
England  
EC3V 0HR

Date: 24 May 2019

## NOTES:

- 1 Holders of Ordinary Shares are entitled to attend and vote at the general meeting of the Company. The total number of issued Ordinary Shares in the Company on 23 May 2019, which is the latest practicable date before the publication of this Document, is 329,166,666. On a vote by show of hands every member who is present in person or by proxy shall have one vote. On a poll vote every member who is present in person or by proxy shall have one vote for every Ordinary Share of which he is the holder.
- 2 A member of the Company entitled to attend, speak and vote at this meeting is entitled to appoint one or more proxies to attend, speak and vote in that member's place. A member may appoint more than one proxy in relation to this meeting provided that each proxy is appointed to exercise rights attached to a different share or shares held by that member. A proxy need not also be a member. Completion and return of a Form of Proxy will not preclude a member from attending and voting at the meeting should the member so decide. A Form of Proxy has been sent to all registered holders of shares. If you wish to appoint multiple proxies please photocopy the Form of Proxy, fill in each copy in respect of different shares and send the multiple forms together to the Company's Registrars, SLC Registrars, in accordance with note 3 below.
- 3 To be valid, the Form of Proxy and any power of attorney or other authority (if any) under which it is signed (or a copy certified notarially, or in some other manner approved by the Board) must be completed and returned so as to reach the Company's Registrars, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS by no later than 10.00 a.m. on 6 June 2019 (or, if the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the adjourned meeting).
- 4 In the event that a poll is demanded at the meeting, and such poll is to be taken more than 48 hours thereafter, the Form of Proxy (together with any documents of authority required by note 3) may be returned to the Company's Registrars, SLC Registrars at the address in note 3 above so as to arrive not later than 24 hours before the time appointed for such poll. In the event that a poll is demanded at the meeting, and such poll is not taken at the meeting, but is taken less than 48 hours after the meeting, the enclosed Form of Proxy (together with any documents of authority required by note 3) may be delivered at the meeting to the chairman of the meeting or to the secretary or any director of the Company.
- 5 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), to be entitled to attend and vote at the meeting (and for the purpose of determining the number of votes a member may cast), members must be entered on the register of members of the Company at 6.30 p.m. on 7 June 2019.
- 6 In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy, but the vote of the senior (by order in the register of members) who tenders a vote will be accepted to the exclusion of the others.
- 7 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

**ANANDA DEVELOPMENTS PLC**  
(the "Company")

**FORM OF PROXY**

For use by shareholders of the Company at the general meeting to be held at the offices of Memery Crystal LLP, 165 Fleet Street, London EC4A 2DY, at 10.00 a.m. on 10 June 2019 (the "General Meeting").

As a shareholder of the Company, you have the right to attend, speak at and vote at the General Meeting. If you cannot, or do not want to, attend the General Meeting but still want to vote, you can appoint someone to attend the General Meeting and vote on your behalf.

I/We (name in full) \_\_\_\_\_ (in BLOCK CAPITALS)  
(Account Designation: \_\_\_\_\_; Shareholder Ref: \_\_\_\_\_)

of (Address) \_\_\_\_\_

being (a) member(s) of the Company entitled to attend and vote at meetings, hereby appoint the

Chairman of the General Meeting or ..... (see **Note 2**) as my/our proxy to attend and, on a poll, to vote for me/us on my/our behalf at the General Meeting and at any adjournment thereof.

I/we direct my/our proxy to vote on the resolutions proposed at the General Meeting as follows:

Res	Ordinary Resolutions	For	Against	Withheld
1	To approve the acquisition of Tiamat Agriculture Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the Amended Investment Strategy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To approve the waiver of Rule 9 of the City Code on Takeovers and Mergers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate with an "X" in the appropriate box opposite the resolutions how you wish your votes to be cast. If no specific direction is given the proxy shall vote or abstain at his/her discretion (see **Note 3**).

Signature

Date

**For Registrar's Use**

Name & Address confirmed

Shares Held

**NOTES:**

- 1 Holders of ordinary shares are entitled to attend and vote at the General Meeting. On a vote by show of hands every member who is present in person or by proxy shall have one vote. On a vote carried out by way of poll every member who is present in person or by proxy shall have one vote for every ordinary share of which he is the holder.
- 2 A member of the Company entitled to attend, speak and vote at the General Meeting is entitled to appoint one or more proxies to attend, speak and vote in that member's place. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise rights attached to a different share or shares held by that member. A proxy need not also be a member. Completion and return of this Form of Proxy will not preclude a member from attending and voting at the General Meeting should the member so decide. This Form of Proxy has been sent to all registered holders of ordinary shares. If you wish to appoint multiple proxies please photocopy this Form of Proxy, fill in each copy in respect of different ordinary shares and send the multiple forms together to the Company's Registrars, SLC Registrars, in accordance with note 4 below.
- 3 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 4 To be valid, this Form of Proxy and any power of attorney or other authority (if any) under which it is signed (or a copy certified notarially, or in some other manner approved by the Board) must be completed and returned so as to reach the Company's Registrars, SLC Registrars, Elder House, St Georges Business Park, Brooklands Road, Weybridge, Surrey, KT13 0TS by 10.00 a.m. on 06 June 2019 (or, if the meeting is adjourned, not less than 48 hours before the time fixed for the holding of the adjourned General Meeting).
- 5 In the event that a poll is demanded at the General Meeting, and such poll is to be taken more than 48 hours thereafter, this Form of Proxy (together with any documents of authority required by note 4) may be returned to the Company's Registrars, SLC Registrars at the address in note 4 above so as to arrive not later than 24 hours before the time appointed for such poll. In the event that a poll is demanded at the General Meeting, and such poll is not taken at the General Meeting, but is taken less than 48 hours after the General Meeting, this Form of Proxy (together with any documents of authority required by note 4) may be delivered at the meeting to the chairman of the meeting or to the secretary or any director of the Company. Resolution number 3 will be voted on by way of poll.
- 6 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), to be entitled to attend and vote at the General Meeting (and for the purpose of determining the number of votes a member may cast), members must be entered on the register of members of the Company at 6.30 p.m. on 06 June 2019.
- 7 In the case of joint holders, the signature of only one of the joint holders is required on this Form of Proxy, but the vote of the senior (by order in the register of members) who tenders a vote will be accepted to the exclusion of the others.
- 8 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.