THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this notice, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

When considering what action you should take, you are recommended to seek your own personal financial advice from a suitable adviser. If you sell or have sold or transferred all your shares in Cambium Global Timberland Limited, you should hand this document and the documents accompanying it to the purchaser or agent through whom the sale was effected for transmission to the purchaser.

# CAMBIUM GLOBAL TIMBERLAND LIMITED (the "Company")

(a closed-ended investment Company incorporated in Jersey, registration number 95719)

**Board of Directors:** 

Registered Office: 26 New Street St Helier Jersey JE2 3RA

Tony Gardner-Hillman Roger Lewis Svante Adde

31 July 2015

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** pursuant to the Companies (Jersey) Law 1991 and the Articles of Association of the Company an Annual General Meeting of shareholders of the Company will be held at the Registered Office, 26 New Street, St Helier, Jersey, JE2 3RA on 30 September 2015 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out below.

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### **ORDINARY RESOLUTIONS**

- 1. To receive and adopt the Directors' Report and the Audited Consolidated Financial Statements for the year ended 30 April 2015.
- 2. To elect Mr Tony Gardner-Hillman as a Director of the Company in accordance with Article 19.03 of the Company's Articles of Association.
- 3. To approve the Director's Remuneration Report for the year ended 30 April 2015.
- 4. To re-appoint KPMG Channel Islands Limited as auditors of the Company.
- 5. To authorise the directors to fix the remuneration of the Company's auditors.

## **SPECIAL RESOLUTIONS**

- 6. To grant standing authority such that the Company be authorised generally and without conditions to make market purchases of its ordinary shares and is hereby generally and unconditionally authorised to make market purchases of fully paid shares in the capital of the Company ("shares") pursuant to Article 57 of the Companies (Jersey) Law 1991 (the "Law") and the Company's Articles of Association provided that:
- (i) the maximum number of shares authorised to be purchased is 14.99 per cent. of the total shares in issue as at the date of this resolution (rounded to the nearest whole number);
- (ii) the minimum price which may be paid for a share is £0.01; and
- (iii) the maximum price which may be paid for a share is not more than 5 per cent. above the average of the middle market quotations of a share taken from the London Stock Exchange for the five business days immediately proceeding the date of the purchase (or such other amount as may be specified by the London Stock Exchange from time to time);
- (iv) the minimum and maximum prices specified in sub-paragraphs (ii) and (iii) of this resolution are in all cases exclusive of any expenses by the Company:
- (v) the Company shall fund the payments of the purchases of shares in any manner permitted by the Law;
- (vi) the Directors of the Company reasonably believe that the Company shall be able to meet the solvency tests prescribed by the Law although will require to consider and confirm that the relevant solvency tests are met when any purchase is effected;
- (vii) the authority hereby conferred shall expire on the earlier of (a) the date of the Annual General Meeting of the Company to be held in 2016; and/or (b) 18 months from the date of the passing of this resolution, unless such authority is varied, revoked or renewed prior to such time by the Company in general meetings by special resolution; and

(viii) the Company may enter into a contract to purchase shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed or executed wholly or partly after the expiry of such authority.

By order of the board

For and on behalf of **Praxis Fund Services Limited** Sub-Administrator and Delegate Company Secretary

**Bedell Fund Services Limited**Administrator and Company Secretary

Date: 31 July 2015

# NOTES TO THE ANNUAL GENERAL MEETING Continued

#### Notes:

- 1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- 2. The form of proxy, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed, must be deposited at the office of the Company's UK Transfer Agent, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU, not later than forty-eight hours before the time appointed for holding the meeting.
- 3. Return of a completed form of proxy will not preclude a shareholder from attending and voting personally at the meeting.
- 4. The notice sets out the resolutions to be proposed at the meeting. The meeting will be chaired by a person nominated by the shareholders present in person or by proxy at the meeting. It is anticipated that the chairman of the meeting will be Mr Tony Gardner-Hillman, in his absence, Mr Roger Lewis.
- 5. The quorum for a meeting of shareholders is two or more Shareholders present in person or by proxy.
- 6. If, within thirty minutes from the appointed time for the meeting, a quorum is not present, the meeting if convened by or upon a requisition shall be dissolved. If otherwise convened it shall stand adjourned for seven days at the same time and place or to such other day and at such other time and place as the Board may determine and no notice of adjournment need be given. At that meeting, those shareholders present in person or by proxy will form a quorum whatever their number and the number of shares held by them. A majority of not less than two-thirds of the total number of votes cast is required to pass the special resolutions.
- 7. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 8. The time by which a person must be entered on the register of members in order to have the right to attend or vote at the meeting is 18.00 p.m. on 28 September 2015. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned meeting. Changes to entries on the register of members after such times shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### **Explanatory Notes:**

- Re-election of Directors Resolution 2
   Tony Gardner-Hillman is standing for election by shareholders in accordance with Article 19.03.
- 10. The Director's Remuneration Report Resolution 3
  The Board has appointed a Remuneration Committee which operated within defined terms of reference agreed by the Board.
  The report forms part of the Annual Report and Audited Financial Statements and an ordinary resolution has been put to shareholders to seek its approval.
- 11. The Company's Buy Back Proposal Resolution 6
  For the avoidance of doubt the Company has sanction this resolution as a special resolution requiring 2/3<sup>rds</sup> (or a greater majority) of the votes cast to be in favour for the resolution to be validly passed.

# CAMBIUM GLOBAL TIMBERLAND LIMITED FORM OF PROXY

Form of proxy for use by Shareholders of Ordinary Shares in Cambium Global Timberland Limited ("the Company") at the Annual General Meeting convened at 26 New Street, St Helier, Jersey, JE2 4RA, on 30 September 2015 at 10.30 a.m. (UK)

I/We

		(full name(s) in block capitals)				
		Of				
		(address in block capitals)				
		being a Member/s of the above named Company, hereby appoint				
	1.	(name and address of proxy in block capitals)				
		or, failing him/her				
	2.	the Chairman of the meeting (see Note 1 below)				
		roxy to attend, and on a poll, vote for me/us and on my/our behalf at the September 2015 at 10.30 a.m. and at any adjournment thereof.	ne Annual (	General Mee	eting of the C	company to be
Vе	wish m	ny/our proxy to vote as indicated below in respect of the resolutions	to be prop	osed at the	meeting. P	lease indicate
		ou wish your proxy to vote by ticking the appropriate box alongside ea				
hich	way y					
hich RE	way y	ou wish your proxy to vote by ticking the appropriate box alongside ea	ch resolution	on. (see note	2 below).	
RE:	way young	ou wish your proxy to vote by ticking the appropriate box alongside ear	ch resolution	on. (see note	2 below).	
RES Orc 1.	SOLUTION That I State	TIONS  Resolutions the Directors' Report and the Audited Consolidated Financial ments for the year ended 30 April 2015 be received and adopted  Mr Tony Gardner-Hillman be elected as a Director of the	ch resolution	on. (see note	2 below).	
RES	SOLUTION That I Comp	TIONS  Resolutions the Directors' Report and the Audited Consolidated Financial ments for the year ended 30 April 2015 be received and adopted  Mr Tony Gardner-Hillman be elected as a Director of the	ch resolution	on. (see note	2 below).	
RES	That I Comp	TIONS  Resolutions the Directors' Report and the Audited Consolidated Financial ments for the year ended 30 April 2015 be received and adopted  Mr Tony Gardner-Hillman be elected as a Director of the pany the Director's Remuneration Report be accepted for the year	ch resolution	on. (see note	2 below).	
Orc 1. 2.	That I comp	TIONS  Resolutions the Directors' Report and the Audited Consolidated Financial ments for the year ended 30 April 2015 be received and adopted  Mr Tony Gardner-Hillman be elected as a Director of the pany  the Director's Remuneration Report be accepted for the year d 30 April 2015  KPMG Channel Islands Limited be re-appointed as auditors of	ch resolution	on. (see note	2 below).	
RES Ord 1. 2. 3. 4.	That I ended That I the C	TIONS  Resolutions the Directors' Report and the Audited Consolidated Financial ments for the year ended 30 April 2015 be received and adopted  Mr Tony Gardner-Hillman be elected as a Director of the pany  the Director's Remuneration Report be accepted for the year d 30 April 2015  KPMG Channel Islands Limited be re-appointed as auditors of company  the directors be authorised to fix the remuneration of the	ch resolution	on. (see note	2 below).	Discretionar

Please return to Registrar: Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU

## NOTES TO THE FORM OF PROXY

#### NOTES:

- 1. If you wish to appoint as your proxy someone other than the chairman of the meeting, write on the line the full name and address of your proxy.
- 2. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he or she thinks fit on the specified resolutions and, unless instructed otherwise, the person appointed proxy may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- 3. This form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it may execute under its common seal or by the signature of a duly authorised officer or attorney. In the case of joint holdings, any one holder may sign this form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 4. To be valid, this form must be completed and lodged with Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4TU together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially, not less than 48 hours before the time fixed for holding the meeting.
- 5. The 'vote withheld' option is provided to enable you to abstain on any particular resolution however it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
- 6. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 7. To allow effective constitution of the Meeting, if it is apparent to the Chairman that no Shareholders will be present in person or represented by proxy, other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any Shareholder, provided that substitute proxy shall vote on the same basis as the proxy has indicated.