

ANNOUNCEMENT TO BE MADE BY THE AIM APPLICANT PRIOR TO ADMISSION IN ACCORDANCE WITH RULE 2 OF THE AIM RULES FOR COMPANIES (“AIM RULES”)

COMPANY NAME:

Camellia Plc (the "**Company**")

COMPANY REGISTERED OFFICE ADDRESS AND IF DIFFERENT, COMPANY TRADING ADDRESS (INCLUDING POSTCODES) :

Linton Park
Linton
Maidstone
Kent
ME17 4AB

COUNTRY OF INCORPORATION:

England and Wales

COMPANY WEBSITE ADDRESS CONTAINING ALL INFORMATION REQUIRED BY AIM RULE 26:

www.camellia.plc.uk

COMPANY BUSINESS (INCLUDING MAIN COUNTRY OF OPERATION) OR, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING POLICY). IF THE ADMISSION IS SOUGHT AS A RESULT OF A REVERSE TAKE-OVER UNDER RULE 14, THIS SHOULD BE STATED:

The Company and its subsidiaries (the "**Group**") operates in four divisions, comprising (i) agriculture and horticulture (predominantly tea production), (ii) engineering, (iii) food storage and distribution and (iv) private banking and financial services. The Group employs approximately 75,000 people globally. The Group also holds investments comprising listed and unlisted securities, fine art, philately, documents, manuscripts, land and property.

The agriculture and horticulture division is engaged in the production of tea, edible nuts (macadamias, pistachios and almonds), citrus fruits, avocado, rubber, forestry, viticulture, cattle, other horticultural produce and general farming (maize and soya). The Group is one of the largest private tea producers world-wide with a total of 65 tea estates and 60 tea factories. It also manufactures instant tea and distributes packet tea in India. The Group's main operations are in India, Bangladesh, Malawi and Kenya, where the tea is grown and produced. It also has notable agricultural operations, other than tea, in Brazil, California, Kenya and South Africa.

The engineering division is engaged in precision engineering, cutting and grinding, fabrication, heat treatment, galvanising, powder coating and manufacture of stables, etch inspection and catalysts. These businesses are predominately UK based and serve customers in a number of sectors including the offshore oil and gas and aerospace sectors.

The food storage and distribution division is involved in frozen, chilled and ambient temperature food supply chain management providing cold storage, refrigerated transport and production support to several leading UK food manufacturers. It also specialises in

frozen imports and distributes seafood products in Europe and supplies food service customers in the Netherlands with fresh, frozen and ready-made fish.

The banking and financial services division comprises Duncan Lawrie, which provides an integrated suite of banking services, financial planning, investment management and trust and estate advice. The head office of Duncan Lawrie private bank is in London, with offices in the Isle of Man, Bristol and Wrotham.

DETAILS OF SECURITIES TO BE ADMITTED INCLUDING ANY RESTRICTIONS AS TO TRANSFER OF THE SECURITIES (i.e. where known, number and type of shares, nominal value and issue price to which it seeks admission and the number and type to be held as treasury shares):

2,824,500 ordinary shares of 10 pence each

CAPITAL TO BE RAISED ON ADMISSION (IF APPLICABLE) AND ANTICIPATED MARKET CAPITALISATION ON ADMISSION:

No capital to be raised on admission
Estimated market capitalisation: £265 million

PERCENTAGE OF AIM SECURITIES NOT IN PUBLIC HANDS AT ADMISSION:

52.80 per cent.

DETAILS OF ANY OTHER EXCHANGE OR TRADING PLATFORM TO WHICH THE AIM COMPANY HAS APPLIED OR AGREED TO HAVE ANY OF ITS SECURITIES (INCLUDING ITS AIM SECURITIES) ADMITTED OR TRADED:

The Company's listing on the Luxembourg Stock Exchange will be cancelled with effect from 1 September 2014, as announced on 14 August 2014.

FULL NAMES AND FUNCTIONS OF DIRECTORS AND PROPOSED DIRECTORS (underlining the first name by which each is known or including any other name by which each is known):

Malcolm Courtney Perkins (Chairman)
Christopher John Relleen (Deputy Chairman, Independent Non-Executive Director and Senior Independent Director)
Christopher John Ames (Joint Managing Director)
Martin Dünki (Non-Executive Director)
Peter John Field (Joint Managing Director)
Anil Kumar Mathur (Finance Director)
Frédéric Vuilleumier (Independent Non-Executive Director)

Proposed

William Knatchbull Gibson (Independent Non-Executive Director) joining the Board on 1 September 2014

Thomas (Tom) Kenric Franks (Deputy Chief Executive) joining the Board on 1 October 2014

Graham Harold Mclean (Executive Director) joining the Board on 1 October 2014

Susan Ann Walker (Finance Director Designate) joined the Group on 1 July 2014 and will join the Board as Finance Director in June 2015

FULL NAMES AND HOLDINGS OF SIGNIFICANT SHAREHOLDERS EXPRESSED AS A PERCENTAGE OF THE ISSUED SHARE CAPITAL, BEFORE AND AFTER ADMISSION

(underlining the first name by which each is known or including any other name by which each is known):

Name of Shareholder	% pre-Admission	% post-Admission
Camellia Holdings AG	50.52	50.52
Alcatel Bell Pensioenfonds VZW	9.81	9.81
Taube Hodson Stonex & Partners	3.11	3.11
Argos Argonaut Fund	3.05	3.05

In addition, Assam-Dooars Holdings Limited, a subsidiary of the Company, holds (and will continue to hold following Admission) 62,500 ordinary shares representing 2.21 per cent. of the Company's issued ordinary share capital. These ordinary shares are part of the total issued share capital of the Company but, in accordance with the Companies Act 2006, no voting rights are exercisable in respect of these shares while they remain so held.

NAMES OF ALL PERSONS TO BE DISCLOSED IN ACCORDANCE WITH SCHEDULE 2, PARAGRAPH (H) OF THE AIM RULES:

None

- (i) ANTICIPATED ACCOUNTING REFERENCE DATE
(ii) DATE TO WHICH THE MAIN FINANCIAL INFORMATION IN THE ADMISSION DOCUMENT HAS BEEN PREPARED (this may be represented by unaudited interim financial information)
(iii) DATES BY WHICH IT MUST PUBLISH ITS FIRST THREE REPORTS PURSUANT TO AIM RULES 18 AND 19:

- (i) 31 December
(ii) N/A – Existing issuer moving from Official List
(iii) Half Yearly Report to 30 June 2014 – by 30 September 2014
Final Results for the Financial Year Ending 31 December 2014 – by 30 June 2015
Half Yearly Report to 30 June 2015 – by 30 September 2015

EXPECTED ADMISSION DATE:

19 September 2014

NAME AND ADDRESS OF NOMINATED ADVISER:

Charles Stanley Securities
131 Finsbury Pavement
London
EC2A 1NT

NAME AND ADDRESS OF BROKER:

Charles Stanley Securities
131 Finsbury Pavement
London
EC2A 1NT

OTHER THAN IN THE CASE OF A QUOTED APPLICANT, DETAILS OF WHERE (POSTAL OR INTERNET ADDRESS) THE ADMISSION DOCUMENT WILL BE AVAILABLE FROM, WITH A STATEMENT THAT THIS WILL CONTAIN FULL DETAILS ABOUT THE APPLICANT AND THE ADMISSION OF ITS SECURITIES:

N/A – Quoted Applicant

DATE OF NOTIFICATION:

20 August 2014
NEW/ UPDATE:
NEW
QUOTED APPLICANTS MUST ALSO COMPLETE THE FOLLOWING:
THE NAME OF THE <u>AIM DESIGNATED MARKET</u> UPON WHICH THE APPLICANT'S SECURITIES HAVE BEEN TRADED:
The Main Market for Officially Listed securities operated by the London Stock Exchange plc.
THE DATE FROM WHICH THE APPLICANT'S SECURITIES HAVE BEEN SO TRADED:
6 May 1949
CONFIRMATION THAT, FOLLOWING DUE AND CAREFUL ENQUIRY, THE APPLICANT HAS ADHERED TO ANY LEGAL AND REGULATORY REQUIREMENTS INVOLVED IN HAVING ITS SECURITIES TRADED UPON SUCH A MARKET OR <u>DETAILS OF WHERE THERE HAS BEEN ANY BREACH:</u>
Confirmed
AN ADDRESS OR WEB-SITE ADDRESS WHERE ANY DOCUMENTS OR ANNOUNCEMENTS WHICH THE APPLICANT HAS MADE PUBLIC OVER THE LAST TWO YEARS (IN CONSEQUENCE OF HAVING ITS SECURITIES SO TRADED) ARE AVAILABLE:
www.camellia.plc.uk
DETAILS OF THE APPLICANT'S STRATEGY FOLLOWING ADMISSION INCLUDING, IN THE CASE OF AN INVESTING COMPANY, DETAILS OF ITS INVESTING STRATEGY:
<p>The Board's strategy for the Group is:</p> <ul style="list-style-type: none"> - to develop a worldwide group of businesses requiring management to take a long term view; - the achievement of long term shareholder returns through sustained and targeted investment; - investing in sustainability, the environment and the communities in which it does business; - ensuring that the quality and safety of its products and services meet the highest international standards; and - the continuous refinement and improvement of the Group's existing businesses using its internal expertise and financial strength. <p>Where opportunities arise to make complementary acquisitions and divestments in order to generate accelerated returns to shareholders, this will be considered by the Directors.</p>
A DESCRIPTION OF ANY SIGNIFICANT CHANGE IN FINANCIAL OR TRADING POSITION OF THE APPLICANT, WHICH HAS OCCURRED SINCE THE END OF THE LAST FINANCIAL PERIOD FOR WHICH AUDITED STATEMENTS HAVE BEEN PUBLISHED:
Save as announced by the Company in announcements made in accordance with the Disclosure and Transparency Rules and the Listing Rules (including the trading update announcement made on 5 August 2014), there have been no significant changes in the financial or trading position of Camellia Plc since 31 December 2013, being the end of the last financial period for which audited financial statements have been published.

A STATEMENT THAT THE DIRECTORS OF THE APPLICANT HAVE NO REASON TO BELIEVE THAT THE WORKING CAPITAL AVAILABLE TO IT OR ITS GROUP WILL BE INSUFFICIENT FOR AT LEAST TWELVE MONTHS FROM THE DATE OF ITS ADMISSION:

The Directors have no reason to believe that the working capital available to the Company or its Group will be insufficient for at least 12 months from the date of its admission.

DETAILS OF ANY LOCK-IN ARRANGEMENTS PURSUANT TO RULE 7 OF THE AIM RULES:

N/A

A BRIEF DESCRIPTION OF THE ARRANGEMENTS FOR SETTLING THE APPLICANT'S SECURITIES:

Settlement will be through the CREST system for uncertificated shares. Shareholders can also deal based on share certificates.

A WEBSITE ADDRESS DETAILING THE RIGHTS ATTACHING TO THE APPLICANT'S SECURITIES:

www.camellia.plc.uk

INFORMATION EQUIVALENT TO THAT REQUIRED FOR AN ADMISSION DOCUMENT WHICH IS NOT CURRENTLY PUBLIC:

See the appendix to this Schedule One announcement which is available on the Company's website at: www.camellia.plc.uk

A WEBSITE ADDRESS OF A PAGE CONTAINING THE APPLICANT'S LATEST ANNUAL REPORT AND ACCOUNTS WHICH MUST HAVE A FINANCIAL YEAR END NOT MORE THEN NINE MONTHS PRIOR TO ADMISSION AND INTERIM RESULTS WHERE APPLICABLE. THE ACCOUNTS MUST BE PREPARED IN ACCORDANCE WITH ACCOUNTING STANDARDS PERMISSIBLE UNDER AIM RULE 19:

www.camellia.plc.uk

THE NUMBER OF EACH CLASS OF SECURITIES HELD IN TREASURY:

N/A