

EQUATORIAL PALM OIL PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Equatorial Palm Oil plc (the "Company") will be held at the offices of Sprecher Grier Halberstam LLP, 5th Floor, One America Square, Crosswall, London EC3N 2SG on Thursday 30th June 2011 at 11 am for the following purposes:-

Ordinary Business

1. To receive and adopt the report of the directors and the financial statements for the year ended 31st December 2010 and the report of the auditors thereon.
2. To re-elect, as a director of the Company, Mr Joseph Jaoudi, who retires in accordance with Article 25.2 of the Company's Articles of Association and offers himself for re-election.
3. To re-elect, as a director of the Company, Mr Shankar Varadharajan, who retires in accordance with Article 20.2 of the Company's Articles of Association and offers himself for re-election.
4. To consider the following resolution, special notice having been received of the intention to propose the resolution as an ordinary resolution:- THAT BDO LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be determined by the directors.

Special Business

To consider, and if thought fit, to pass the following resolutions, of which resolution 5 will be proposed as an Ordinary Resolution and resolution 6 will be proposed as a Special Resolution:

5. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 ("the Act"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot and make offers to allot shares in the Company and to grant rights ("Rights") to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,200,000.00 such authority shall, unless previously revoked or varied by the Company in general meeting, expire on the conclusion of the Annual General Meeting of the Company to be held in 2012 provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares and grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.
6. THAT the directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 above as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:-
 - (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of Ordinary Shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
 - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of further equity securities:
 - (i) arising from the exercise of options and warrants or the conversion of any other convertible securities outstanding at the date of this resolution; and
 - (ii) other than pursuant to (i) above, up to an aggregate nominal amount of £2,200,000.00;

and this power shall, unless previously revoked or varied by Special Resolution of the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2012. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

J M Bottomley,
Company Secretary
3th June 2011

One America Square
Crosswall
London EC3N 2SG

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the form of proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, **Share Registrars Limited, Suite E, First Floor, Lion and Lamb Yard, Farnham, Surrey GU9 7LL by hand, or sent by post**, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be). Please note that if required the form of proxy can be submitted to **Share Registrars Limited by fax to 01252 719 232** provided that such fax copy is received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be).
2. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote, and on a poll, vote instead of him. A proxy need not also be a member.
3. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
4. The Company has specified that only those members entered on the register of members at 6.00 pm on 28th June 2011 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after 6.00 pm on 28th June 2011 shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. **Resolution 2** – Article 25.2 of the Company's Articles of Association requires that one third of the directors of the Company who have held office since the last Annual General Meeting, must retire and, if they are eligible, may offer themselves for re-appointment.
6. **Resolution 3** - Having been appointed since the last Annual General Meeting, Mr Shankar Varadharajan must retire in accordance with Article 20.2 of the Company's Articles of Association, and being eligible is offering himself for re-election.
7. **Resolution 5** – As required by the Act, this resolution, to be proposed as an Ordinary Resolution, relates to the grant to the directors of authority to allot unissued Ordinary Shares until the conclusion of the Annual General Meeting to be held in 2012, unless the authority is renewed or revoked prior to such time. This authority is limited to a maximum of 220,000,000 Ordinary Shares. This authority replaces the existing authority granted at the Annual General Meeting held on 30th June 2010.
8. **Resolution 6** – The Act requires that if the directors decide to allot unissued Ordinary Shares in the Company the shares proposed to be issued be first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company, the directors may require flexibility to allot shares for cash without regard to the provisions of Section 561(1) of the Act to raise further working capital and to satisfy future opportunities over the next 12 months. Therefore this resolution, to be proposed as a Special Resolution, seeks authority to enable the directors to allot equity securities up to a maximum of 220,000,000 Ordinary Shares. This authority replaces the existing authority granted at the Annual General Meeting held on 30th June 2010 and expires at the conclusion of the Annual General Meeting to be held in 2012.

EQUATORIAL PALM OIL PLC
 (the “Company”)
FORM OF PROXY

I/We
 of
 being a member of the Company, hereby appoint the Chairman of the Meeting or failing him
 as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of
 the Company to be held at 11 am on Thursday 30th June 2011 and at any adjournment thereof.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice convening the Meeting (see note 1 below).

	Ordinary Resolutions	FOR	AGAINST	WITHHELD
1.	To receive and adopt the report of the directors and the financial statements for the year ended 31st December 2010.			
2.	To re-elect Mr Joseph Jaoudi as a director of the Company.			
3.	To re-elect Mr Shankar Varadharajan as a director of the Company.			
4.	To re-appoint BDO LLP as auditors.			
5.	To empower the directors to allot shares pursuant to Section 551 of the Companies Act 2006.			
	Special Resolution			
6.	To empower the directors to allot equity securities pursuant to Section 570 of the Companies Act 2006.			

Date Signature

Please tick here if you are appointing more than one proxy. Number of shares proxy appointed over.

Notes

- Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder’s name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company’s registrars, **Share Registrars Limited, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL by hand, or sent by post**, so as to be received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be). Please note that if required the form of proxy can be submitted to **Share Registrars Limited by fax to 01252 719 232** provided that such fax copy is received not less than 48 hours before the time fixed for the holding of the meeting (excluding any part of a day which is not a working day) or any adjournment thereof (as the case may be).
- The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
- In the case of a corporation, the form of proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
- A member may appoint a proxy of its own choice. If the name of the member’s choice is not entered in the space provided on the form of proxy, the return of the form of proxy duly signed will authorise the Chairman of the meeting to act as that member’s proxy.
- 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 “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.
- The Company has specified that only those members entered on the register of members at 6.00 pm on 28th June 2011 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after 6.00 pm on 28th June 2011 shall be disregarded in determining the rights of any person to attend and vote at the meeting.