

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT

This announcement is an advertisement for purposes of the Prospectus Rules of the Financial Conduct Authority and not a prospectus and not an offer of securities for sale in any jurisdiction, including in or into the United States, Australia, Canada or Japan.

Neither this announcement, nor anything contained herein, nor anything contained in the registration document referred to herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not subscribe for or purchase any ordinary shares referred to in this announcement or in the registration document except solely on the basis of the information contained in a prospectus in its final form (together with any supplementary prospectus, if relevant, the "**Prospectus**"), including the risk factors set out therein, that may be published by Anglo African Agriculture plc ("the "**Company**" and together with its subsidiaries and subsidiary undertakings the "**Group**" or "**AAA**"), in due course in connection with a possible offer of ordinary shares in relation to the Reverse Takeover ("**RTO**") of Comarco Group and the renaming of the Company to Agulhas Group Africa plc (the "**Enlarged Group**") (the "**Proposed Acquisition**") and the possible re-admission of the enlarged share capital to the Standard Listing segment of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange plc ("**LSE**"). A copy of any Prospectus published by Anglo African Agriculture plc will, if published, be available for inspection from the Company's registered office and on the company website at [www.aaapl.com](http://www.aaapl.com) subject to certain access restrictions.

**4 November 2019**

#### **Anglo African Agriculture PLC Confirmation of Intention to Float on the London Stock Exchange**

Following the announcement by the Company on 4 November 2019 regarding the publication of a registration document, the Company today confirms its intention to proceed with the Proposed Acquisition of Comarco Group by means of an RTO. In connection with the Proposed Acquisition, the Company intends to undertake a fundraising of \$16 million in a placing at 10p per new ordinary share together with a proposed vendor placing of \$6 million on behalf of certain shareholders of Comarco Group (the "**Fundraise**").

Following the Fundraising and publication of a prospectus, the Company intends to apply for the re-admission of the enlarged share capital to the standard listing segment of the Official List of the Financial Conduct Authority ("**FCA**") and to trading on the main market of the London Stock Exchange plc ("**Re-Admission**"). Re-Admission will be subject to the requisite regulatory approvals being obtained. Re-Admission is currently expected to occur in December 2019. If Re-Admission is successful, the Company will change its name to Agulhas Group Africa plc and will trade under a new TIDM (AGAP).

**Brian Hall, Proposed Chairman of Agulhas Group Africa plc said:**

*"I am very pleased to confirm our intention to float the Enlarged Group on the London Stock Exchange. Kenya is one of the fastest growing markets in the world and Mombasa is the gateway into Kenya and East Africa as a whole. Comarco Group has a proven track record of operating in the region as an industry leader, providing high quality, economically compelling and reliable port and marine logistics services that drive economic development and growth in the region. We believe that we will be well-positioned to drive the long-term growth and value of the Enlarged Group and look forward to presenting our investment proposition to investors."*

## Investment Highlights

- **Port in a geographically strategic location** - Mombasa is the gateway into Eastern Africa and is located on the Belt and Road Initiative of the Chinese Government. Mombasa is a strategic focal point of infrastructure investment by the Kenyan Government. Comarco Group is set to benefit from strong regional macroeconomic developments.
- **Only private Port facility in the region** - Comarco Group has recently obtained the consent of the Kenya Revenue Authority to gazette its Mombasa port area as an entry and export area for customs purposes by the Commissioner of Customs and Border. This will open considerable business opportunities in future.
- **Fleet of fit for purpose vessels** - The fleet is amongst the largest of its type that is permanently located on the East Coast of Africa. The fleet is supported by landing craft, utility vessels and self-elevating work platforms (SEWP). Comarco Group's current fleet together with experienced crew to enable it to provide customers with turnkey solutions
- **Strong track record with blue chip clients** - Long history of maintaining strong, well-established relationships with blue-chip clients, including International Oil Companies, Government Bodies and Original Equipment Manufacturers operating in the East African region.
- **Bottom of Oil and Gas Cycle** - African Oil and Gas capex and exploration spend have both bottomed out on the in recent years compared to the cyclical highs from the oil price peak of 2014. The cycle is now forecasted to enter into an upswing.
- **Mozambique LNG upside opportunities** - The Mozambique LNG project is the largest Oil and Gas project ever made in Sub Saharan Africa. Comarco Group is one of the few marine operators in the region with the capacity and experience to take part in such large scale and specialised Oil and Gas marine projects.

## Summary of proposed RTO

- The proposed Fundraising by which the Company expects to raise gross proceeds of US\$16million will commence shortly. In addition, existing shareholders will sell part of their shareholding as part of a vendor placing to raise gross proceeds of US\$6million. The total expected gross proceeds of the Fundraising is US\$22million.
- Proceeds from the Fundraising will provide the Enlarged Group with enhanced flexibility to take advantage of future opportunities in line with its growth strategy. The proceeds will allow the Enlarged Group to reduce its leverage through bank debt and creditor repayment. The proceeds will also be used to conduct asset maintenance and upgrades as well as provide working capital headroom for its growth strategy.
- Following the Fundraising and publication of a prospectus, Re-Admission of the enlarged share capital to the standard segment of the Official List of the FCA and to trading on the main market of the LSE is expected to occur in December 2019.
- UK corporate governance, remuneration and incentivisation arrangements will be described in the prospectus, when published.

For further information, please visit [www.aapl.com](http://www.aapl.com) or [www.comarcogroup.com](http://www.comarcogroup.com), or contact the following:

### **Comarco Group**

Simon Phillips (Chief Executive)

+27 (0)82 6191 081

Charlie Pettifer

+44 (0)77 8811 4411

### **VSA Capital Limited (Financial Adviser and Corporate Broker)**

+44 (0)20 3005 5000

Andrew Monk (Corporate Broking)

Andrew Raca (Corporate Finance)

VSA Capital Limited ("**VSA Capital**") is authorised and regulated in the United Kingdom by the FCA and is acting exclusively for the Company and no one else in connection with Admission. VSA Capital will not regard any other person (whether or not a recipient of this announcement) as its client in relation to Re-Admission and will not

be responsible to anyone other than the Company for providing the protections afforded to clients of VSA Capital or for providing any advice in relation to Re-Admission, the contents of this announcement or any transaction or arrangement referred to herein.