

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of Afriland Properties Plc (the “Company”) will hold on Wednesday, April 8, 2015 at the Banquet Hall, Lagoon Restaurant, Ozumba Mbadiwe Street, Victoria Island, Lagos at 2.00pm to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the year ended December 31, 2014 together with the Reports of the Directors, Auditors and Statutory Audit Committee thereon;
2. To declare Dividend;
3. To elect/re-elect Directors;
4. To authorize the Directors to fix the remuneration of the Auditors;
5. To elect members of the Statutory Audit Committee

SPECIAL BUSINESS

6. To Consider and if thought fit, pass the following as special resolutions:
 - a) That the Board of Directors be and are hereby authorized to invest in or acquire or divest from any business entity and to carry out as it deems appropriate and in accordance with any relevant laws thereto, any actions, including but not limited to restructuring, reconstruction and business arrangement exercise and actions for the Company;
 - b) That subject to regulatory approval, the Directors be and are hereby authorized to take all steps and do all acts that they deem necessary in furtherance to the above including but not limited to appointing professional advisers and parties that they deem necessary, upon such terms and conditions that the Directors may deem appropriate.

Dated this 13th day of March, 2015

By Order of the Board

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FRC/2013/NBA/00000004696

Company Secretary

Afriland Properties Plc

223 Etim Inyang Crescent

Victoria Island, Lagos

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NOTES

1. PROXY

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.

For the appointment to be valid, a completed and duly stamped proxy form must be deposited at the office of the Company's Registrars, Africa Prudential Registrars Plc, No. 220B Ikorodu Road, Palmgrove, Lagos not later than 48 hours before the time fixed for the meeting.

2. DIVIDEND WARRANTS

If the dividend recommended by Directors is approved, dividend warrants will be posted on Thursday, 9th April, 2015 to all shareholders whose names appear in the Company's Register of Members at the close of business on Friday, March 20, 2015.

3. CLOSURE OF REGISTER

The Register of Members and Transfer Books will be closed from Monday, March 23, 2015 to Friday, March 27, 2015 both days inclusive.

4. AUDIT COMMITTEE

In Accordance With Section 359(5) of The Companies And Allied Matters Act, CAP C20, LFN, 2004, any member may nominate a shareholder for election as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the Annual General Meeting.

5. E-DIVIDEND

Notice is hereby given to all Shareholders to open bank accounts, stockbroking accounts and CSCS accounts for the purpose of dividend. A detachable application form for e-dividend is attached to the Annual Report to enable all shareholders furnish particulars of their accounts to the Registrar as soon as possible.

6. E-REPORT

In order to improve delivery of our Annual Report, we have inserted a detachable Form to the Annual Report and hereby request Shareholders who wish to receive the Annual Report of Afriland Properties Plc in an electronic format to complete and return the Form to the Registrars for further processing.

In addition, the electronic version of the Annual Report, 2014 are available online for viewing and download from our website at www.afrilandproperties.com