THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the Resolutions to be voted on at the General Meeting of the Company to be held at the offices of Kerman & Co LLP, 200 Strand, London WC2R 1DJ at 12.00 noon on 16 June 2016. If you are in any doubt about what action you should take, you should consult your stockbroker, bank manager, solicitor or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately.

Copies of this document will be available free of charge until 30 June 2016 at the offices of Cantor Fitzgerald Europe, One Churchill Place, Canary Wharf, London E14 5RB, during normal business hours.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document and the accompanying Form of Proxy for use in relation to the General Meeting as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made to the London Stock Exchange plc for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the Placing Shares will commence at 8.00 a.m. on 17 June 2016.

DekelOil Public Limited

(Incorporated and registered in Cyprus with registered number HE 210981)

Placing of 834,736,160 Ordinary Shares at 1.325 pence per share to raise £11.1 million, Share Consolidation, Acquisition

and

Notice of General Meeting

Nominated Adviser and Broker:

Your attention is drawn to the letter from the Chairman of the Company which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of DekelOil Public Limited to be held at the offices of Kerman & Co LLP, 200 Strand, London WC2R 1DJ at 12 noon on 16 June 2016 is set out at the end of this document. A Form of Proxy for use in connection with the general meeting is also enclosed with this document. The Form of Proxy should be completed and returned to c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ or by fax to +44 (0)370 7036116 in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 48 hours prior to the General Meeting.

A Form of Instruction for holders of Depositary Interests for use at the General Meeting also accompanies this document and, to be valid, must be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ or by fax to +44 (0)370 7036116 as soon as possible and, in any event, so as to be received no later than 72 hours prior to the General Meeting.

Completion and return of a Form of Proxy or a Form of Instruction will not preclude persons from attending and voting in person at the General Meeting should they so wish (and are so entitled).

Cantor Fitzgerald Europe, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as nominated adviser and broker to the Company. The responsibilities of Cantor Fitzgerald

Europe as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed solely to the London Stock Exchange plc and are not owed to the Company or to any Director, shareholder or any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document, or otherwise. Cantor Fitzgerald Europe is making no representation or warranty, express or implied, as to the contents of this document. Cantor Fitzgerald Europe will not be offering advice and will not be responsible for providing customer protections to recipients of this document in respect of the Placing or any acquisition of shares in the Company.

No person has been authorised to give any information or make any representation other than those contained in this document and, if given or made, such information or representations must not be relied upon as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as of any subsequent time.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Cautionary note regarding forward-looking statements

This document contains statements about DekelOil Public Limited that are of may be deemed to be "forward-looking statements".

All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "should", "anticipates", "estimates", "projects", or words or terms of similar substance or the negative thereof, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects, etc.

These forward-looking statements are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual result, performance or achievements of any such person, or industry, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. Investors should not place undue reliance on such forward-looking statements and, save as is required by law or regulation (including to meet the requirements of the AIM Rules, the Prospectus Rules and/or FSMA), DekelOil Public Limited does not undertake any obligation to update publicly or revise any forward-looking statements (including to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based). All subsequent oral or written forward-looking statements attributed to DekelOil Public Limited or any persons acting on its behalf are expressly qualified in their entirety by the cautionary statement above. All forward-looking statements contained in this document are based on information available to the Directors at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date.

CONTENTS

DIRECTORS, COMPANY SECRETARY AND ADVISERS

Directors	Andrew James Tillery, *Non-Executive Chairman* Youval Rasin, *Chief Executive Officer* Yehoshua Shai Kol, CPA, MBA, *Chief Financial Officer* Lincoln John Moore CA, *Executive Director* Orli Arav, *Non-Executive Director* All of: Level 3 97 Jermyn Street London SW1 6JE
Company Secretary	**AbsoluteTrust Nominees Ltd** 1 Katalanou Street 1st Floor Office/Flat 101 2121 Aglantzia Nicosia Cyprus
Registered Office	38 Agias Fylaxeos Nicolas Court First Floor, Office 101 P.C. 3025 Limassol Cyprus
Nominated Adviser and Broker	**Cantor Fitzgerald Europe** One Churchill Place Canary Wharf London E14 5RB
Legal Advisers to the Company *(as to English law)*	**Kerman & Co LLP** 200 Strand London WC2R 1DJ
Legal Advisers to Cantor Fitzgerald Europe	**Gowling WLG (UK) LLP** 4 More London Riverside London SE1 2AU
Depositary	**Computershare Investor Services PLC** The Pavilions Bridgwater Road Bristol BS99 6ZZ
Registrars	**Cymain Registrars Limited** 26 Vyronos Avenue 1096 Nicosia Cyprus

EXPECTED TIMETABLE OF EVENTS

Announcement and posting of this document	24 May 2016
Latest time for receipt of Forms of Instruction	12 noon on 13 June 2016
Latest time for receipt of Forms of Proxy	12 noon on 14 June 2016
General Meeting	12 noon on 16 June 2016
Admission and commencement of dealings in the Placing Shares expected to commence on AIM	8.00 a.m. on 17 June 2016
CREST accounts expected to be credited	17 June 2016
Record date for Share Consolidation	20 June 2016
Share Consolidation becomes effective and dealing in the Enlarged Share Capital commences	21 June 2016
Definitive share certificates to be dispatched by	8 July 2016

1. *Each of the times and dates above are indicative only and are subject to change. Any such change will be notified by an announcement on a Regulatory Information Service.*
2. *All of the above times refer to London time unless otherwise stated. Admission and the commencement of dealings in the Placing Shares and New Ordinary Shares are conditional on, inter alia, the passing of Resolution 1 at the General Meeting.*

ADMISSION AND PLACING STATISTICS

Total number of Existing Ordinary Shares	1,543,826,860
Number of Placing Shares	812,094,680
Number of Sale Shares	22,641,480
Placing Shares as a percentage of the Pre-Consolidation Share Capital	34.5 per cent.
Issue Price	1.325 pence
Number of Existing Ordinary Shares in issue after Admission but before the Share Consolidation**	2,355,921,540
Enlarged Share Capital*	235,592,154
Gross proceeds of the Placing***	£10.8 million
Net proceeds of the Placing attributable to the Company	£10.1 million
Market capitalisation of the Company on Admission at the Issue Price	£31.2 million
ISIN of the Existing Ordinary Shares	CY0103462210
SEDOL of the Existing Ordinary Shares	B912QY3
ISIN of the New Ordinary Shares*	CY0106502111
SEDOL of the New Ordinary Shares*	BYY9DG7

**assuming the resolution relating to the Share Consolidation is approved by Shareholders at the General Meeting*
***assuming no new Existing Ordinary Shares are issued prior to the date of the General Meeting*
****excluding the proceeds from the placing of the Sale Shares*

DEFINITIONS

The following definitions apply throughout this document and in the accompanying Form of Proxy unless the context requires otherwise:

"Acquisition"	the Company's proposed acquisition of approximately 30.5 per cent. of the entire issued share capital in CS DekelOil Siva Ltd which it does not already own, pursuant to the terms of the Option Agreement;
"Admission"	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;
"AIM"	the market of that name operated by the London Stock Exchange;
"AIM Rules"	together, the AIM Rules for Companies and the AIM Rules for Nominated Advisers;
"AIPH"	the Inter-Professional Association of the Oil-Palm Industry in Côte d'Ivoire;
"Ayenouan Project"	the Company's vertically integrated Ayenouan palm oil project in Côte d'Ivoire owned by CSDS;
"Biopalm Energy"	Biopalm Energy Limited, a company incorporated in Singapore with company registration number 201007394Z, being a wholly owned subsidiary of Geoff Palm Ltd;
"Biopalm Stake"	the 49 per cent. holding of Biopalm in CSDS before completion of the Acquisition;
"Bloomfield"	Bloomfield Investment Corporation, an African focused credit rating agency;
"Board" or "Directors"	the directors of DekelOil whose names are set out on page 4 of this document;
"Broker"	Cantor Fitzgerald Europe;
"Business Day"	any day on which banks are usually open in England and Wales for the transaction of business, other than a Saturday, Sunday or public holiday;
"Cantor Fitzgerald Europe" or "CFE"	Cantor Fitzgerald Europe, One Churchill Place, Canary Wharf, London E14 5RB, as Nominated Adviser and Broker to the Company;
"CIF"	Cost, Insurance and Freight, an Incoterm 2010 governing the carriage of shipping and freight;
"CIF Rotterdam Crude Palm Oil Price"	the market price for Crude Palm Oil based on the CIF price to Rotterdam;
"Company" or "DekelOil"	DekelOil Public Limited, a company incorporated and registered in Cyprus with company number HE 210981;
"Completion"	completion of the Acquisition in accordance with the terms of the Option Agreement;
"Côte d'Ivoire"	Côte d'Ivoire or Ivory Coast (officially République de Côte d'Ivoire), a country in West Africa;
"CSDS"	CS DekelOil Siva Ltd, a company incorporated in Cyprus with company number HE241348;

“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited;
“Cyprus"	the Republic of Cyprus;
“Depositary”	Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ;
“Depositary Interests” or “DIs”	the interests representing Existing Ordinary Shares issued through the Depositary, and if Shareholders approve the Proposals, the interests representing the New Ordinary Shares;
“Enlarged Share Capital”	the Company’s issued ordinary share capital immediately after the completion of the Placing and Share Consolidation;
“Existing Ordinary Shares”	the ordinary shares of €0.00003367 each in the capital of the Company;
“FCA”	the Financial Conduct Authority;
“FCFA”	the West African CFA Franc, a currency used in Côte d’Ivoire which is guaranteed by the French treasury and has a fixed exchange rate;
“First Option”	the option granted by Biopalm Energy to sell the First Option Shares to the Company in accordance with the terms of the Option Agreement;
“First Option Completion”	completion of the purchase of the First Option Shares by the Company in accordance with the terms of the Option Agreement;
“First Option Shares”	490 ordinary shares of €1 each in the share capital of CSDS, legally and beneficially held by Biopalm Energy, representing 24.5 per cent. of the issued share capital of CSDS;
“Form of Instruction”	the form of instruction, which is enclosed with this document, for use by holders of the Depositary Interests in connection with the GM;
“Form of Proxy”	the form of proxy attached to this document for use by Shareholders in connection with the GM;
“FSMA”	Financial Services and Markets Act 2000, as amended;
“GM” or “General Meeting”	the general meeting of DekelOil to be held at the offices of Kerman & Co LLP, 200 Strand, London WC2R 1DJ at 12 noon on 16 June 2016, notice of which is set out in Part 3 of this document;
“Group”	the Company and its subsidiary undertakings as at the date of this document;
“HMRC”	Her Majesty’s Revenue & Customs;
“Independent Directors”	Andrew James Tillery, Yehoshua Shai Kol, Lincoln John Moore and Orli Arav;
“Issue Price”	1.325 pence per Existing Ordinary Share;
“London Stock Exchange”	London Stock Exchange plc;
“Mill”	the 60 tn per hour CPO extraction mill at the Site of DekelOil’s Project;
“New Ordinary Shares”	the ordinary shares in the capital of DekelOil with a nominal value

	of €0.0003367 each following the Share Consolidation;
"Notice of GM"	the notice of General Meeting which forms part of this document;
"Option Agreement"	the agreement dated 3 December 2015 between DekelOil Public Limited and Biopalm Energy Limited for the option to acquire up to 49 per cent. of the entire issued share capital of CS DekelOil Siva Ltd. held by Biopalm Energy;
"Ordinary Shares"	the Existing Ordinary Shares and following the Share Consolidation Date, the New Ordinary Shares;
"Placees"	the placees subscribing for Placing Shares pursuant to the Placing;
"Placing Agreement"	the conditional placing agreement dated 23 May 2016 between Cantor Fitzgerald Europe and the Company, details of which are set out in the letter from the Chairman;
"Placing"	the proposed placing by Cantor Fitzgerald Europe, as agent for the Company, of the Placing Shares and as agent for Yehoshua Shai Kol, the Sale Shares at the Issue Price on the terms of the Placing Agreement;
"Placing Shares"	812,094,680 new Existing Ordinary Shares to be allotted on the terms of the Placing Agreement;
"Pre-Consolidation Share Capital"	the Company's issued ordinary share capital immediately after the completion of the Placing but before the Share Consolidation Date;
"Proposals"	together the Placing, the Acquisition, and the Share Consolidation;
"Prospectus Rules"	the Prospectus Rules brought into effect on 1 July 2005 pursuant to Commission Regulation (EC) No 809/2004 and published by the FCA pursuant to 73A of FSMA;
"Registrars"	Cymain Registrars Ltd, 26 Vyronos Avenue, 1096 Nicosia, Cyprus;
"Resolutions"	the resolutions to be proposed at the GM, as set out in the Notice of GM;
"RSPO"	Round Table for Sustainable Palm Oil, an international multi-stakeholder organisation and certification scheme for sustainable palm oil;
"Second Option"	the option granted by Biopalm Energy to sell the Second Option Shares to the Company in accordance with the terms of the Option Agreement;
"Second Option Shares"	490 ordinary shares of €1 each in the share capital of CSDS, legally and beneficially held by Biopalm Energy, representing 24.5 per cent. of the issued share capital of CSDS;
"Sale Shares"	22,641,480 Existing Ordinary Shares held by Yehoshua Shai Kol to be placed with institutional or other investors pursuant to the Placing;
"Share Consolidation"	the share capital consolidation to be proposed pursuant to Resolution 2 set out in the Notice of GM whereby, if such Resolution is approved by Shareholders, every 10 Existing Ordinary Shares held by Shareholders will be consolidated into one New Ordinary Share;
"Share Consolidation Date"	6.00 p.m. on 21 June (or such later date as the Board may determine);

"Shareholders"	holders of Existing Ordinary Shares in DekelOil;
"UK" or "the United Kingdom"	the United Kingdom of Great Britain and Northern Ireland; and
"€" or "Euro"	single legal currency of Eurozone countries.

GLOSSARY OF TECHNICAL TERMS

The following technical terms are used in this document. Grammatical variations of these terms should be interpreted in the same way.

"CPO"	crude palm oil
"FFB"	fresh fruit bunch(es)
"ha"	hectare
"KCP"	kernel crushing plant
"PKC"	palm kernel cake
"PKO"	palm kernel oil
"t","tn" or "ton"	tonne

PART 1

LETTER FROM THE CHAIRMAN

DekelOil Public Limited

(Incorporated and registered in Cyprus with registered number HE 210981)

Registered office: 38 Agias Fylaxeos, Nicolas Court, First Floor, Office 101, P.C. 3025, Limassol, Cyprus

Directors:

Andrew James Tillery, *Non-Executive Chairman*
Youval Rasin, *Chief Executive Officer*
Yehoshua Shai Kol, CPA, MBA, *Chief Financial Officer*
Lincoln John Moore CA, *Executive Director*
Orli Arav, *Non-Executive Director*

24 May 2016

Dear Shareholder,

Proposed Placing of 834,736,160 Ordinary Shares at 1.325 Pence per share,

Share Consolidation, Acquisition, Directors' Dealing and

Notice of General Meeting

1 Introduction

The Company has announced today that it is proposing to raise £10.8 million (before the deduction of fees and expenses) through a Placing comprising the issue of 812,094,680 Placing Shares at 1.325 pence per Placing Share and intends to acquire approximately 30.5 per cent. of the issued share capital of CSDS, its majority owned joint venture with Biopalm Energy Ltd. Under the terms of the Option Agreement and at a GBP to Euro foreign currency exchange rate of €1.29307, the Directors expect to acquire approximately 30.5 per cent. stake in CSDS will be acquired for approximately €13.1 million in cash.

In addition Cantor Fitzgerald Europe will be conditionally placing the Sale Shares at the Issue Price as agent for Yehoshua Shai Kol.

Each of the Acquisition and Placing are conditional, *inter alia*, on the passing of Resolution 1 at the General Meeting, Admission becoming effective by no later than 8.00 a.m. on 17 June 2016 (or such other time and/or date, being no later than 30 June 2016, as the Company and Cantor Fitzgerald Europe may agree) and the Placing Agreement becoming unconditional and not being terminated prior to Admission (in accordance with its terms). It is expected that the Placing Shares will be admitted to trading on AIM on or around 8.00 a.m. on 17 June 2016.

The Board believes that raising equity finance by the Placing is the most appropriate method of financing for the Company at this time. This allows both existing and new institutional investors to be targeted and to participate in the Placing to finance the consideration for the Acquisition. The Board believes that the Proposals will allow Shareholders and the Placees to benefit from the Company's expected organic growth and potential increased profitability. The Directors also believe that the increase in market capitalisation of the Company and the introduction of new institutional investors pursuant to the Placing will benefit the Company and the Shareholders (as a whole).

In addition, the Board of DekelOil is also proposing to reorganise the Company's share capital by way of a share consolidation which is subject to Shareholder approval.

The Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and the Directors unanimously recommend that you vote in favour of the Resolutions, as they have irrevocably undertaken to do so in respect of their own beneficial holdings of Ordinary Shares, in aggregate representing approximately 35.7 per cent. of DekelOil's issued share capital as at the date of this document.

At the end of this document you will find a notice convening the General Meeting at which the Resolutions will be proposed by the Directors. The General Meeting has been convened for 12 noon on 16 June 2016 and will take place at the offices of Kerman & Co LLP, 200 Strand, London WC2R 1DJ.

2 Background to and reasons for the Placing and Acquisition

The Ayenouan Project

DekelOil's long stated strategy is to build a major, asset-backed West African palm oil company. Significant progress has been made over recent years, and the past twelve months in particular have seen significant operational and financial progress made by the Company with its operating plant at Ayenouan.

Initially established in 2008, when DekelOil signed a 90 year lease for 42 ha of land situated in Ayenouan, the Company's 60 ton per hour operating plant, its plantations and its nursery are all now fully operational and being brought up to full capacity. The initial funding for the Ayenouan Project was partially provided by Biopalm Energy in 2010 at the project level with an investment of €8.3 million. Since DekelOil's admission to AIM in 2013, further funds were raised in 2014 at the Company level to fund the further expansion of the Ayenouan Project through investment into logistics hubs, a palm kernel crushing plant and further plantings which now benefit the operations of the Company and its returns for shareholders. With significant progress in the operational results of the Company, as set out in the Company's results to 31 December 2015 and in the Q1 production update made on 5 April 2016, the Board now believe that it is time to buy back the Biopalm Stake to ensure that the Shareholders fully benefit from the continuing operational progress being made at the Ayenouan Project. The Ayenouan Project benefits from a thirteen year Côte d'Ivoire tax exemption.

The Company employs over 300 local staff and has been a member of the RSPO since 2008 and has been working to attain RSPO accreditation with Proforest Limited, an internationally recognised consultant, which has assisted with the implementation of social and environmental programmes initiated by the Company. The Directors expect that this certification will be received later this year and that the Company will then become the first RSPO certified producer of CPO in Côte d'Ivoire. Almost all of the CPO produced by the Company is sold domestically.

Joint Venture with Biopalm Energy Limited

In June 2010, the Company entered into a strategic joint venture with Biopalm Energy Limited. The joint venture resulted in Biopalm Energy and the Company establishing a joint venture company – CS DekelOil Siva Ltd, incorporated in Cyprus, in respect of which Biopalm Energy subscribed for 49 per cent. of the issued shares of CSDS in consideration of subscription proceeds of €5 million and the issue of a €3.3 million capital note by Biopalm Energy.

Refinancing

Since the joint venture agreement was signed, the Ayenouan Project has transformed into a revenue generative, profitable vertically integrated palm oil project. Having reached this milestone, DekelOil has since implemented a strategy to strengthen its financial position and reduce interest expense, which began in the last six months as two debt refinancings were implemented, which have reduced the liabilities of the Company and also reduced the ongoing cost of debt financing to the Ayenouan Project.

In 2015, the Company cancelled a €5.1 million capital note owed to Biopalm Energy which had accrued interest at 10 per cent. per annum and ranked above that of future dividends to ordinary shareholders. Concurrently, DekelOil agreed to waive Biopalm Energy's outstanding equity contribution of €1.1 million to the Ayenouan Project.

DekelOil announced a further refinancing in March 2016, securing a new seven year €9.15 million loan with a 7 per cent. annual coupon, replacing an €8.69 million loan with an interest rate of 10.5 per cent. This refinancing secured annual savings of approximately €270,000 per annum in interest costs, further improving profitability and free cashflow.

On 25 April 2016, the Company announced that it had obtained a credit rating of A- on short term loans and BBB- on long term loans from Bloomfield Investment Corporation, an African focused credit rating agency. The credit rating was assessed on the basis of DekelOil's 2014 results. DekelOil has been informed by Sogebourse CI, a subsidiary of Société Générale S.A., that this credit rating is sufficient to execute an investment grade senior debt refinance of the Company's existing €6.9 million senior debt with the West African Development Bank, which carries an annual interest rate of 10.5 per cent. The Board believe that any refinancing to be undertaken would be on terms more favourable to the Company than those of its current debt facilities.

The Company is in the process of upgrading the credit rating assigned by Bloomfield, which is expected to significantly improve as it will be based on the recently released 2015 final results with a 134 per cent. increase in full year revenue to €23.4 million.

The Option Agreement

On 3 December 2015, the Company entered in to the Option Agreement pursuant to which Biopalm Energy agreed to grant the Company an option to acquire up to 980 ordinary shares of £1 each in the share capital of CSDS for a total consideration of €20,999,999.30. If exercised in full, it would enable the Company to acquire 49 per cent. of the issued share capital of CSDS.

The option to acquire the Biopalm Stake has been granted in two tranches under the Option Agreement, namely, the First Option and the Second Option.

The First Option may be exercised at any time by the Company after the date of the Option Agreement and up until the expiry of a 30 day notice provided by Biopalm to the Company that the First Option will lapse. In the event that the First Option is not exercised prior to the expiry of such 30 days in accordance with the terms of the Option Agreement, then it will lapse. The Company has received a communication from Biopalm Energy which purports that the First Option shall lapse on 1 June 2016. The Company intends to exercise the First Option before it lapses. Following the exercise of the First Option, First Option Completion should occur within 45 business days from the date of the exercise notice, however the Directors expect that this will take place earlier.

The Second Option may only be exercised on or after the First Option Completion and in any event within six months of the First Option Completion. If the Second Option is not exercised on or before such date, it will lapse. The purchase price for each of the Second Option Shares is €21,428.57 per share.

The First Option represents the right of the Company to acquire 24.5 per cent. of the entire issued share capital of CSDS held by Biopalm Energy for a total consideration of €10,500,000. The First Option must be exercised in full, if at all. Under the terms of the Option Agreement, at the First Option Completion, Biopalm Energy will also transfer 100 ordinary shares that it holds in DekelOil CI SA, a Côte d'Ivoire subsidiary of CSDS, to the Company. Following the transfer, CSDS will hold 100 per cent. of the issued share capital of DekelOil CI SA.

If, upon the expiry of the Second Option, there are unexercised Second Option Shares, Biopalm Energy has the option to convert such unexercised Second Option Shares in CSDS to shares in the Company within ten business days of the expiry of the Second Option in accordance with the terms of the Option Agreement. The number of shares in the Company to be granted to Biopalm Energy pursuant to such conversion shall be calculated by reference to the higher of:

- the Company's average trading price for the 3 month period prior to the expiry of the Second Option; or

- the Company's share price at the date of exercise of the First Option,

and rounded off to the nearest whole number.

In addition, in the event that Biopalm Energy receives shares in the Company in accordance with such conversion, it has agreed to certain orderly market restrictions.

The Acquisition

DekelOil has achieved its ambition to transform into a fully operational, efficient and profitable palm oil company with a streamlined balance sheet and growing CPO production. By acquiring approximately 30.5 per cent of the Biopalm Stake in CSDS, the Company will capitalise on its achievements to date and further consolidate its interest in the Ayenouan Project. The Acquisition will provide shareholders with an increased benefit of the growing Ayenouan Project by retaining a greater portion of future earnings for the benefit of DekelOil shareholders, particularly if CPO prices improve as the Directors expect.

The Directors believe that, after commissioning the Palm Kernel Crushing Plant in 2015, the first full year sales of PKO and palm kernel cake will significantly contribute to the full year revenue and EBITDA in 2016 and that the transaction will be earnings enhancing. In addition the Board continues to consider the Company's ability to further develop its Guitry site, to evaluate other opportunities in Côte d'Ivoire and bordering countries, and continues to contemplate means of enhancing the existing Mill on a case by case basis.

As part of the Proposals and specifically in relation to the Acquisition, the Company intends to exercise its First Option to acquire 24.5 per cent. of the issued share capital of CSDS and expects to acquire, approximately, a further 6 per cent. of CSDS by way of a partial exercise of the Second Option. In total, following the Acquisition, DekelOil expects to hold approximately 81.5 per cent. of the issued share capital of CSDS.

The Directors also believe that the increase in market capitalisation of the Company and the introduction of new institutional investors through the Placing will be of benefit to the Company and its Shareholders.

3 Financial information on the Group for the year ended 31 December 2015

The Company reported its audited financial results for the year ended 31 December 2015 on 14 April 2015, the highlights of which were:

- Record full year production of 35,770 (2014: 14,242) tonnes of crude palm oil and 6,221 (2014: 2,504) tonnes of kernels at the Company's 70,000 tonnes per annum Mill – representing a 151 per cent. increase on the CPO tonnages produced for the full year of 2014
- 134 per cent. increase in revenues to €23.4 million (2014: €10 million) and EBITDA of €3.7 million compared to a 2014 loss of €0.4m; derived from selling 35,573 tonnes of CPO and 4,806 tonnes of kernel (2014: 13,900 tonnes and 2,444 tonnes respectively)
- Strengthened balance sheet via offset agreement signed with joint venture partner, Biopalm Energy Ltd which reduces the Company's debt position by €5.1m
- Strong progress being made to establish the Company as the first Roundtable for Sustainable Palm Oil certified, fully functioning producer of CPO in Côte d'Ivoire

  DekelOil Executive Director Lincoln Moore said, "2015 saw DekelOil deliver on our promise to add significant value to our West African palm oil operation. The strength of our revenues and EBITDA for the year and the record Q1 2016 production figures reported recently from our 60 t/hour extraction mill, highlight the efficacy of our activities. Operationally, we have seen a significant increase in feedstock we have received from smallholders, which demonstrates DekelOil's standing as a responsible and reliable processing company in the region. We have also recently delivered our first full quarter of production from our new KCP, which will play a strong role in building further value in our business during 2016. In tandem with reinforcing our business from an operational perspective, our debt re-financing has strengthened our balance sheet, which will help with our objective to implement a dividend policy in the future."

4 Current trading

The Company made the following announcement on 5 April 2016 by way of a Production Update in respect of quarter one 2016:

"DekelOil Public Limited, operator and 51% owner of the vertically integrated Ayenouan palm oil project in Côte d'Ivoire, is pleased to announce that crude palm oil ('CPO') production for the quarter ended 31 March 2016 has materially exceeded management's expectations and has increased significantly in comparison to the corresponding period in 2015.

CPO production is delivered via the Mill, which is one of West Africa's largest, and production of Palm Kernel Oil ('PKO') and Palm Kernel Cake ('PKC') is delivered via its 60 t/ day Kernel Crushing Plant ('KCP') which was commissioned in November 2015, providing DekelOil with an additional revenue stream.

CPO Production:

- 15,141 tonnes of CPO produced in Q1 2016:
    - 56.4% like-for-like increase in CPO production compared to Q1 2015

- Production increased month on month during Q1 2016 with production records set in February and March 2016
    - January 2016 - 3,073 tonnes of CPO produced (January 2015: 2,168 tonnes)
    - February 2016 - 5,733 tonnes of CPO produced (February 2015: 3,158 tonnes)
    - March 2016 - 6,335 tonnes of CPO produced (March 2015: 4,352 tonnes)

- 65,610 tonnes of fresh fruit bunches ('FFBs') delivered to the Mill in Q1 2016 compared to 40,448 tonnes in Q1 2015 - demonstrates DekelOil's strengthened regional position and heightened relationships with the local farming community, as well as the effectiveness of the Company's logistics network

- CPO extracted at a rate of 23.1 % during the period

- 12,082 tonnes of CPO were sold during the period at an average price of €532 per tonne. CPO prices have increased considerably during the quarter with early sales in April taking place at a price approximately 10% higher than the average for Q1 2016

- Gross margins, particularly in February and March have increased considerably compared to 2015

PKO and PKC Production:

- Successfully produced 983 tonnes of PKO and 1,355 tonnes of PKC during the KCP's first full quarter of operations

- PKO extraction rate of 39.9%, representing an uplift from the previous period as production ramps up

- 851 tonnes of PKO sold at an average price per tonne of €753 and 1,014 tonnes of PKC sold at an average price per tonne of €43

DekelOil Executive Director Lincoln Moore said, "The delivery of 15,141 tonnes of CPO during the quarter represents a record for DekelOil and materially exceeds both internal and external expectations. We are delighted that we have increased CPO production by 56% compared to the equivalent period in 2015, and we remain firmly on track to deliver another year of significant production growth at the Mill in 2016. By accommodating the requirements of local smallholders and by making our Mill easy to access via the development of logistics hubs, we have ensured that DekelOil's regional reputation is that of a highly professional and reliable operator, and this is paying dividends as more farmers bring their FFB to us, establishing the Company as a credible player in the market place.

"Our revenues and margins are also being impacted positively this quarter thanks to the increase in production together with the successful ramp up of operations at the KCP which allows us to sell PKO and PKC, both of which are value add products. Having recently re-financed our debt on more attractive terms, and with production going from strength to strength, DekelOil has never been in a better position, both operationally and financially.

"We believe there remain significant opportunities for growth in 2016 and beyond from the continued increase in our production, together with a continual improvement of our processes and efficiencies for dealing with the substantial increase in FFB volumes, particularly in an environment with rising prices for CPO. We are very excited with the further step up our operations have made in Q1 2016 and I look forward to providing further updates on our progress."

5 Reasons for the Placing and use of proceeds

Pursuant to the Placing, both the 812,094,680 Placing Shares and the 22,641,480 Sale Shares have been conditionally placed with new and existing investors at the Issue Price. The Company is therefore proposing to raise a total of £10.8 million (before deduction of fees and expenses) from the Placing. The Placing is considered by the Directors to be in the best interests of Shareholders as it will enable the Company to pursue its stated strategy more effectively. The intended uses of the Gross Proceeds are set out below, though the final percentage ownership beyond 75.5 per cent. will depend upon the prevailing Euro to GBP foreign currency exchange rate at the date of the completion of the Acquisition:

	£m
Acquisition of approximately 30.5 per cent. of CSDS (including fees payable to the Broker)	10.7
Working Capital and expenses	0.1
Gross Proceeds	10.8

The Placing will raise net proceeds equivalent to the cash consideration payable for the acquisition of approximately 30.5 per cent. of CSDS and the remainder of the proceeds will be used for working capital purposes. As a result, DekelOil will both strengthen its balance sheet and preserve its existing free cash resources. The Placing will enable the Company to commit further capital over the next 12 months towards the delivery of its growth strategy described above.

The Board expects the combined effect of the Acquisition and the Placing to be earnings enhancing in the 2016 financial year.

6 Details of the Share Consolidation

As at the date of this document, the Company has 1,543,826,860 Existing Ordinary Shares in issue. The Company is proposing to reorganise its share capital by way of a share consolidation. Under the Share Consolidation, which is expected to take place after close of business on the Share Consolidation Date, it is proposed that the Existing Ordinary Shares will be consolidated so that every 10 Existing Ordinary Shares will be consolidated into one New Ordinary Share.

Shareholders with a holding of Existing Ordinary Shares which is not exactly divisible by 10 will have their holdings rounded down to the nearest whole number of Ordinary Shares. Holders of fewer than 10 Existing Ordinary Shares will not be entitled to receive any New Ordinary Shares following the Share Consolidation.

No Shareholder will be entitled to a fraction of a New Ordinary Share. Any fractional entitlements arising from the Share Consolidation will be aggregated and sold in the market and the net proceeds will be retained for the benefit of the Company.

The Board believes that the consolidation of share capital will result in a more appropriate number of shares in issue for a company of DekelOil's size in the UK market. The Share Consolidation may also help to make the New Ordinary Shares more attractive to investors and may result in a narrowing of the bid/offer spread, thereby improving liquidity while also lowering price volatility.

Immediately following the implementation of the Share Consolidation on the Share Consolidation Date, Shareholders will still hold the same proportion of the Company's ordinary share capital as before the Share Consolidation (save in respect of the fractional entitlements). Other than a change in nominal value, the New Ordinary Shares will carry equivalent rights under the Company's articles of association to the Existing Ordinary Shares.

All entitlements under outstanding share options shall be recalculated accordingly as a result of the Share Consolidation with entitlements rounded down to the nearest whole share.

All Placing Shares will be allotted prior to the Share Consolidation therefore assuming that the resolution to approve the Share Consolidation is passed by Shareholders at the General Meeting, the number of Placing Shares held by Placees will be consolidated on the same basis as the Existing Ordinary Shares as described above.

Approval for the Share Consolidation will be sought by the passing of Resolution 2 at the General Meeting.

Following the Share Consolidation, replacement share certificates will be despatched by first class post to Shareholders in respect of newly denominated New Ordinary Shares held in certificated form. Share certificates in respect of New Ordinary Shares are expected to be despatched within 14 days of the Share Consolidation Date. All share certificates previously issued will no longer be valid and should be destroyed.

In respect of Existing Ordinary Shares held in uncertificated form, CREST accounts will be credited with the newly denominated Depositary Interests on the Share Consolidation Date.

7 Details of the Placing

It was announced on 24 May 2016 that the Company proposes to raise, in aggregate, £10.8 million (approximately £10.1 million net of expenses) by way of a placing of 812,094,680 Placing Shares with certain new and existing institutional investors, at an issue price of 1.325 pence per share. Cantor Fitzgerald Europe has conditionally placed all of the Placing Shares pursuant to the Placing Agreement.

Cantor Fitzgerald Europe has also, as agent for Yehoshua Shai Kol, placed the Sale Shares at the Issue Price with certain new and existing institutional investors.

The issue price of 1.325 pence per share represents a premium of 1.9 per cent. to the closing price of 1.3 pence on 23 May 2016, being the last Business Day prior to the announcement of the Placing. The Board unanimously agrees that the level of premium and method of issue are appropriate to secure the investment necessary in order to undertake the Acquisition.

In connection with the Placing, the Company and Yehoshua Shai Kol has entered into the Placing Agreement with Cantor Fitzgerald Europe pursuant to which Cantor Fitzgerald Europe has agreed to use reasonable endeavours, in accordance with its terms, to procure placees for the Placing Shares and the Sale Shares at the Issue Price and has conditionally placed the Placing Shares and the Sale Shares with certain new and existing institutional investors. The Placing is conditional, *inter alia*, on:

- the passing of Resolution 1 at the General Meeting;
- the First Option not having lapsed in accordance with the terms of the Option Agreement and the Company having given notice of exercise of the First Option in accordance with the terms of the Option Agreement;
- the conditions in the Placing Agreement being satisfied or (if applicable) waived and the Placing Agreement not having been terminated in accordance with its terms prior to Admission; and
- Admission becoming effective by no later than 8.00 a.m. on 17 June 2016 (or such later time and/or date, being no later than 8.00 a.m. on 30 June 2016, as the Company and Cantor Fitzgerald Europe may

agree).

Accordingly, if any of these conditions are not satisfied or, if applicable, waived, the Placing will not proceed.

The Placing Agreement contains provisions entitling Cantor Fitzgerald Europe to terminate the Placing Agreement at any time prior to Admission in certain circumstances that are customary for an agreement of this nature. If this right is exercised, the Placing will not proceed. The Placing has not been underwritten by Cantor Fitzgerald Europe or any other party.

The Placing Agreement contains customary warranties given by the Company to Cantor Fitzgerald Europe and a customary indemnity given by the Company to Cantor Fitzgerald Europe in respect of liabilities arising out of or in connection with the Placing. Yehoshua Shai Kol has given certain warranties to Cantor Fitzgerald Europe as to title to the Sale Shares. Cantor Fitzgerald Europe is entitled to terminate the Placing Agreement in certain circumstances prior to Admission, including circumstances where any of the warranties are found not to be true or accurate or were misleading and which in any such case is material, or the occurrence of certain *force majeure* events.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. The Placing Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid in respect of the Existing Ordinary Shares following Admission. It is expected that such Admission will become effective, and that dealings on AIM will commence, at 8.00 a.m. on 17 June 2016.

8 General Meeting

A notice convening the GM to be held at the offices of Kerman & Co LLP, 200 Strand, London WC2R 1DJ at 12 noon on 16 June 2016 is set out at the end of this document. The Resolutions to be proposed at that meeting are, *inter alia*, to:

(a) Resolution 1 – Authority to Allot the Placing Shares and Disapplication of Pre-emption Rights in respect of the Placing Shares

Under section 60B of the Companies Law, every time a Cypriot public company issues shares for cash, it must first offer those shares to its shareholders on a pro rata basis. The rights of pre-emption in section 60B of the Cyprus Companies Law, Cap 113 may, however, be disapplied by a special resolution of Shareholders in a general meeting of the Company.

Pursuant to section 60B(5) of the Companies Law, this letter constitutes a written report required to be presented to all Shareholders setting out the reasons for exclusion of the rights of pre-emption in relation to the allotment of shares and justifying the proposed issue price.

Resolution 1, as set out in the Notice of GM, seeks approval to authorise the directors to allot and issue the Placing Shares at the Issue Price as if the rights of pre-emption in section 60B of the Companies Law did not apply.

The Board recommends that Resolution 1 be approved by the Shareholders.

(b) Resolution 2 - Share Consolidation

Resolution 2 will be proposed as an ordinary resolution of the Company and if passed, it will involve every 10 Existing Ordinary Shares being consolidated into 1 New Ordinary Share and the Share Consolidation is expected to take place after close of business on the Share Consolidation Date.

The Board recommends that Resolution 2 be approved by the Shareholders.

(c) Resolution 3 – Authority to Allot New Ordinary Shares and Disapplication of Pre-emption Rights in respect of such shares

Resolution 3 will be proposed as a special resolution of the Company to give the Directors authority to allot and issue further shares as if the rights of pre-emption in section 60B of the Companies Law did not apply.

The Board recommends that Resolution 3 be approved by Shareholders.

9 Irrevocable Undertakings

The Directors have irrevocably undertaken to vote in favour of the Resolutions in respect of their own beneficial holdings of 550,755,279 Existing Ordinary Shares, in aggregate representing approximately 35.7 per cent. of DekelOil's issued ordinary share capital as at the date of this document.

10 Related Party Transaction and Directors' Dealing

It is proposed that Tutalon Investments Limited (a related party of Youval Rasin) will subscribe for 75,471,600 Placing Shares at the Issue Price. By virtue of the voting control exercised by Youval Rasin over Tutalon Investments Limited, the subscription is classified as a related party transaction pursuant to the AIM Rules for Companies. Following the Placing (but before the Share Consolidation), Youval Rasin will control in aggregate 479,645,141 Existing Ordinary Shares, representing approximately 20.4 per cent. of the Pre-Consolidation Share Capital.

The Independent Directors, having consulted with Cantor Fitzgerald Europe as the Company's nominated adviser, consider that the terms of this related party transaction are fair and reasonable insofar as the Shareholders are concerned.

Yehoshua Shai Kol is selling 22,641,480 Sale Shares in connection with the Placing, and following the Placing (but before the Share Consolidation), Yehoshua Shai Kol will hold 110,265,258 Existing Ordinary Shares, representing approximately 4.7 per cent. of the Pre-Consolidation Share Capital.

11 Action to be taken in respect of the General Meeting

A Form of Proxy is enclosed for use by Shareholders at the General Meeting. Shareholders are requested to complete, sign and return their Form of Proxy to Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, whether or not you intend to be present at the meeting. The Form of Proxy must be returned as soon as possible but, in any event, so as to arrive no later than 12 noon on 14 June 2016. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

Holders of Depositary Interests are requested to complete, sign and return their Form of Instruction appointing Computershare Company Nominees Limited (the "**Custodian**") to vote the underlying Existing Ordinary Shares on their behalf at the Meeting of Shareholders to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England as soon as possible but, in any event, so as to arrive no later than 12 noon on 13 June 2016. If holders of Depositary Interests or their representative do wish to attend and/or vote at the General Meeting they should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Instruction.

Whether or not you propose to attend the General Meeting in person, you are strongly encouraged to complete, sign and return your Form of Proxy or Form of Instruction in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received, by post or, during normal business hours only, by hand, to c/o Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, by no later than 12 noon on 14 June 2016 for the Form of Proxy and by no later than 12 noon on 13 June 2016 for the Form of Instruction (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

If you hold your shares in the Company in uncertificated form (that is, in CREST) you may vote using the Form of Instruction or the CREST Voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting set out at the end of this document). Voting instructions submitted via CREST must be received by the Company's Depositary (Computershare Investor Services Plc) by no later than 12 noon on 13 June 2016 (or, in the case of an adjournment, not later than 72 hours before the time fixed for the holding of the adjourned meeting (excluding any part of a day that is not a Business Day)).

Appointing a proxy in accordance with the instructions set out above will enable your vote to be counted at the General Meeting in the event of your absence. The completion and return of the Form of Proxy or Form of Instruction or the use of the CREST Voting service will not prevent you from attending and voting at the General Meeting, or any adjournment thereof, in person should you wish to do so. However, if holders of depositary interests or their representative do wish to attend and/or vote at the General Meeting they should request a Letter of Representation from the Custodian in accordance with the instructions on the Form of Instruction.

12 Recommendation and Directors' Intentions

The Directors believe that the Proposals are in the best interests of DekelOil and its Shareholders as a whole and unanimously recommend that you vote in favour of the Resolutions. Each of the Directors has irrevocably undertaken to vote in favour of the Resolutions in respect of, in aggregate, 550,755,279 Existing Ordinary Shares, representing approximately 35.7 per cent. of the Existing Ordinary Shares in issue as at the date of this letter.

Yours faithfully,

Andrew Tillery

Non-Executive Chairman

PART 2

RISK FACTORS

An investment in the Ordinary Shares involves a high degree of risk. Accordingly, prospective investors and Shareholders should carefully consider the risks set out below before making a decision to invest in the Company. The investment offered in this document may not be suitable for all of its recipients. Potential investors and Shareholders are accordingly advised to consult a professional adviser authorised under FSMA, who specialises in advising on the acquisition of shares and other securities, before making any investment decision. A prospective investor should consider carefully whether an investment in the Company is suitable in light of his or her personal circumstances and the financial resources available to him or her.

Prospective investors and Shareholders should carefully consider the risks described below before making a decision to invest in the Company. This Part 2 contains what the Directors believe to be the principal risk factors associated with an investment in the Company. However, the risks listed do not purport to be an exhaustive summary of the risks affecting the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors or which the Directors deem immaterial may also have an adverse effect on the Company. In particular, the Company's performance may be affected by changes in market or economic conditions and in legal, regulatory and tax requirements.

If any of the following risks were to materialise, the Company's business, financial condition, results or future operations could be materially adversely affected. In such cases, the market price of the Ordinary Shares could decline and an investor may lose part or all of his or her investment.

This document contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Company which are described below and elsewhere in this document. Prospective investors and Shareholders should carefully consider the other information in this document.

There can be no certainty that the Company will be able to successfully implement its strategy. Additional risks and uncertainties not currently known to the Directors or which the Directors currently deem immaterial may also have an adverse effect on the Company.

1. Risks relating to the Ordinary Shares

Investment risk

An investment in a share which is traded on AIM, such as the Ordinary Shares, may be difficult to realise and carries a high degree of risk. The ability of an investor to sell Ordinary Shares will depend on there being a willing buyer for them at an acceptable price. Consequently, it might be difficult for an investor to realise his/her investment in the Company and he/she may lose all of his/her investment.

Investors should be aware that the market price of the Ordinary Shares may be volatile and may go down as well as up and investors may therefore be unable to recover their original investment and could lose their entire investment. This volatility could be attributable to various facts and events, including the availability of information for determining the market value of an investment in the Company, any regulatory or economic changes affecting the Company's operations, variations in the Company's operating results, developments in the Company's business or its competitors, or changes in market sentiment towards the Ordinary Shares. In addition, the Company's operating results and prospects from time to time may be below the expectations of market analysts and investors.

Market conditions may affect the Ordinary Shares regardless of the Company's operating performance or the overall performance of the sector in which the Company operates. Share market conditions are affected by many factors, including general economic outlook, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the demand and supply for capital. Accordingly, the market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets, or its trading performance and the price at which investors may dispose of their Ordinary Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Company while others of which may be outside the Company's control.

If the Company's revenues do not grow, or grow more slowly than anticipated, or if its operating or capital expenditures exceed expectations and cannot be adjusted sufficiently, the market price of its Ordinary Shares may decline. In addition, if the market for the securities of companies in the same sector or the stock market in general experiences a loss in investor confidence or otherwise falls, the market price of the Ordinary Shares may fall for reasons unrelated to the Company's business, results of operations or financial condition. Therefore, investors might be unable to resell their Ordinary Shares at or above the Issue Price.

Future need for access to capital

The Company may need to raise further funds to carry out the implementation of its business plan. Any additional equity financing may be dilutive to Shareholders, and debt financing, if available, may involve restrictions in financing and operating activities. In addition, there can be no assurance that the Company will be able to raise additional funds when needed or that such funds will be available on terms favourable to it. If the Company is unable to obtain additional financing as needed it may be required to reduce the scope of its operations or anticipated expansion or cease trading.

Investment in publicly quoted securities

Investments in securities traded on AIM are perceived to involve a higher degree of risk and be less liquid than investment in companies whose securities are listed on the "Official List" of the FCA in the UK and traded on the London Stock Exchange's main market for listed securities. An investment in the Ordinary Shares traded on AIM may be difficult to realise. AIM has been in existence since 1995 and is a market designed for small and growing companies, but its future success and liquidity as a market for Ordinary Shares cannot be guaranteed.

Potentially volatile share price and liquidity

The share prices of companies quoted on AIM can be highly volatile and shareholdings illiquid. The price at which the Ordinary Shares are quoted and the price at which investors may realise their investment in the Company may be influenced by a significant number of factors, some specific to the Company and its operations and some which affect quoted companies generally.

These factors could include the performance of the Company, large purchases or sales of Ordinary Shares, legislative changes and general economic, political or regulatory conditions.

2. General Risks

Economic conditions and current economic weakness

Any economic downturn either globally or locally in any area in which the Company operates may have an adverse effect on the demand for the Company's products. A more prolonged economic downturn may lead to an overall decline in the volume of the Company's sales, restricting the Company's ability to deliver a profit. In addition, although signs of economic recovery have been perceptible in certain countries, the sustainability of a global economic upturn is not yet assured and the Directors consider that the current level of market risk is higher than normal given geo-political unrest and a slowdown in the growth of emerging economies. If economic conditions remain uncertain, the Company might see lower levels of growth than in the past, which could have an adverse impact on the Company's operations and business results.

Changes in tax laws or their interpretation could affect the Company's financial condition or prospects

The nature and amount of tax which the Company expects to pay and the reliefs expected to be available to the Company are each dependent upon a number of assumptions, any one of which may change and which would, if so changed, affect the nature and amount of tax payable and reliefs available. In particular, the nature and amount of tax payable is dependent on the availability of relief under tax treaties in a number of jurisdictions and is subject to changes to the tax laws or practice in any of the jurisdictions affecting the Company. Any limitation in the availability of relief under these treaties, any change in the terms of any such treaty or any changes in tax law, interpretation or practice could increase the amount of tax payable by the Company.

Force majeure
The economics of the Company's projects may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities, sabotage, fires, floods, acts of God, explosions or other catastrophes or epidemics.

Currency fluctuations could materially adversely affect the Company's results
As the Company's revenue streams come from outside the United Kingdom, exchange rate fluctuations could have a material adverse effect on the Company's profitability or the price competitiveness of its products. There can be no guarantee that the Company would be able to compensate for, or hedge against, such adverse effects and therefore, adverse exchange rate movements could have a material adverse effect on the Company's business, results of operations and/or financial condition.

3. Group Specific Risks

The Company is experiencing rapid growth. If the Company is not able to effectively manage its growth, its operations could be damaged and profitability reduced
The Company's businesses and operations have experienced rapid growth. If the Company fails to effectively manage this growth in the future, its operations could be harmed. This future growth could place significant demands on the Company's operational and financial infrastructure. If the Company is unable to effectively manage its growth its operations could be harmed and profitability reduced. The growth of the Company's sales and profits in the future will depend, in part, on its ability to expand its operations. Furthermore, in order to manage its planned expansion, the Company will need to continually evaluate the adequacy of its management capability, operational procedures, financial controls and information systems. Accordingly, there can be no assurance that the Company will be able to achieve its expansion goals on a timely or profitable basis.

Ability to attract and retain key executives, officers, managers and technical personnel
Attractive, training, retaining and motivating technical and managerial personnel, including individuals with significant technical expertise is a critical component of the future success of the Company's business. The Company may encounter difficulties in attracting or retaining qualified personnel. Continued growth may therefore cause a significant strain on existing managerial, operational, financial and information systems resources. The departure of any of the Company's executive officers or technical service personnel could have a negative impact on its operations. In the event that future departures of employees occur, the Company's ability to execute its business strategy successfully, or to continue to provide services to its customers and users or attract new customers and users, could be adversely affected. The performance of the Company depends, to a significant extent, upon the abilities and continued efforts of its existing senior management. The loss of the services of any of the key management personnel or the failure to retain key employees could adversely affect the Company's ability to maintain and / or improve its operating and financial performance.

In common with many businesses, the success of the Company after Admission will, to a significant extent, be dependent on the expertise and experience of the Directors and key senior management, the loss of one or more of whom could have had a material adverse effect on the Company. Whilst the Company has entered into service agreements with the Directors which will become effective on Admission, the retention of their services cannot be guaranteed.

DekelOil's competitors may take actions which adversely affect its revenues, profits or financial condition
The Company operates within competitive markets. The Board believes that it has adopted a competitive business strategy. The Directors believe that this strategy ensures that the Company maintains its competitive position in the markets in which it operates. However, the Company's business, results, operations and financial condition could be materially adversely affected by the actions of its competitors.

The Company's competitors could have greater financial resources or experience in particular sectors or markets where the Company intends to offer services. If the Company is not able to compete successfully against existing or future competitors, its competitive position, business, financial condition and results of operations may be adversely affected.

Political, economic, regulatory and legislative considerations
Adverse developments in the political, legal, economic and regulatory environment may materially and

adversely affect the financial position and business prospects of the Company. Political and economic uncertainties include, but are not limited to, expropriation, nationalisation, changes in interest rates, retail prices index, and changes in taxation and changes in law (for example, introduction of the Bribery Act 2010). Whilst the Company strives to take effective measures such as prudent financial management and efficient operating procedures, there is no assurance that adverse political, economic, legal and regulatory factors will not materially and adversely affect the Company.

There may be a change in the regulatory environment which may materially adversely affect the Company's ability to implement successfully the strategy set out in this document.

Investing in DekelOil's Ordinary Shares involves an investment in emerging markets
Generally, investment in emerging markets is only suitable for sophisticated investors who fully appreciate the significance of the risks involved in, and are familiar with, investing in emerging markets. Investors should also note that emerging markets such as the Ivory Coast are subject to rapid change and that the information set forth in this document may become outdated relatively quickly. Such emerging market exposure relates to the risks of major political and economic changes including, but not limited to, higher price volatility, the effect of exchange control regulations and the risks of expropriation, nationalisation and / or confiscation of assets. Moreover, financial turmoil in any emerging market country tends to adversely affect prices in equity markets of all emerging market countries as investors move their money to more stable, developed markets. As has happened in the past, financial problems or an increase in the perceived risks associated with investing in emerging economies could dampen foreign investment in emerging market economies with a consequent adverse effect on the economies of those emerging markets. Financial turmoil in any emerging market countries could therefore affect the Enlarged Group's business, as well as result in a decrease in the price of the Ordinary Shares.

As the Company may make investments in entities or business which operate or are located in emerging markets, or may enter into contractual relationships with such businesses, it may be exposed to any one or a combination of emerging market risks, which could adversely affect the value of the Company's overseas interests and therefore have a material adverse effect on the Company's results of operations, financial condition and prospects, which could in turn affect the value of the Ordinary Shares.

The Company may incur substantial costs as a result of contractual disputes with a third party
The Company is party to a number of contracts with third parties in various jurisdictions. If these contracts are the subject of a dispute between the Company and a third party, the Company could incur substantial costs in any litigation or other proceedings relating to such disputes, even if it is resolved in the Company's favour. Some of the Company's counterparties may be able to sustain the costs of complex litigation more effectively or for a longer time than the Company can because of their substantially greater resources. In addition, uncertainties in relation to any contractual dispute could have a material adverse effect on the Company's share price.

Litigation may be necessary in the future to enforce or protect contractual rights and may cause the Company to incur substantial costs and divert resources and management attention away from its daily business and there can be no guarantees as to the outcome of any such litigation.

4. Risks related to Palm Oil Industry

Commodity and CPO Prices
The Group's earnings will be largely dependent on the prices of the commodities which it will sell. These fluctuate due to factors beyond the Group's control, including world supply and demand. The price of vegetable oils depends on the production levels of all edible oils, as many oils, including palm oil, are substitutable by users to various degrees. In particular, the price of CPO is volatile and is influenced by factors beyond the Group's control. These factors include the global supply and demand of CPO, petroleum oil prices, exchange rates, interest rates, inflation rates and political events. A significant prolonged decline in the CPO prices could impact the viability of some or all of the Group's activities. Additionally, production from geographically isolated countries may be sold at a discount to current market prices. To offset price risk, the Company may, from time to time, enter into hedging contracts in respect of its future CPO production. In addition, the price of CPO may be adversely affected by import taxes and 'duty' that can be increased by countries (as has recently been witnessed in France and India). This will have an adverse effect on the sales price of CPO and revenue generated by the Group.

Consumer markets
World economic conditions have altered, and may affect, the performance of the Group. Factors such as inflation, interest rates, currency fluctuation, the price of fuel, income growth and the rate of population growth could affect the economic growth of the markets into which palm oil products are ultimately sold and, therefore, the performance of the Group.

Agricultural risk
As in any agricultural operation, there are risks that crops may be affected by pests, diseases and weather conditions. Agricultural best practice can to some extent mitigate the risk of outbreaks of pests and diseases but such risks cannot be entirely removed. Palm oil trees are naturally irrigated. Abrupt changes in weather patterns can impact the yields of fresh fruit bunches on the trees. There is the possibility of adverse climatic conditions including lightning strikes, lack of rainfall, excessive rainfall and insufficient sunshine. Unusually low levels of rainfall that lead to water availability below the minimum required for the normal development of the palm oil tree may lead to a reduction in subsequent crop levels. Such a reduction is likely to be broadly proportional to the size of the cumulative water deficit. Over a long period, crop levels should be reasonably predictable but there can be material variations from the norm in individual years. Any variations / reductions in annual rainfall levels can have an adverse impact on FFB yields. The Company will not maintain insurance for any loss of its plantations due to natural disasters or other similar causes due to insurance not being available for these purposes.

Expansion risk
The Group intends to pursue an aggressive growth strategy including, subject to the availability of funding, the acquisition of additional land parcels to significantly increase the plantable area held by the Group. Such a strategy brings with it certain risks and will place additional demand on the Group's management, financial and operational resources. If the Group is unable to manage its growth effectively, its business, operations or financial condition may deteriorate. There can be no assurances that the Group will be able to identify, complete and integrate suitable acquisitions successfully. The Group may incur significant costs in assessing suitable businesses which ultimately may not be acquired. Acquiring new businesses can place significant strain on management, employees, systems and resources and can take significant time to negotiate with all relevant parties. Additionally the acquired businesses may not perform in line with expectations to justify the expense of the acquisition or may not be readily integrated with the Group's existing business structures and as such may not provide the envisaged synergies and associated cost savings.

Environmental risk and potential adverse media coverage
The Group operates on land areas zoned for agricultural purposes by the relevant government authorities in Côte d'Ivoire. All necessary environmental consents and approvals have been received from the relevant Côte d'Ivoire authorities, however there is a risk that western environmental groups may criticise the Group. The Directors hope that conservation groups take a positive view of the Group commitment to sustainable palm oil development.

Palm oil production has historically been associated with deforestation and a reduction in local wildlife due to the clearing of land required for palm oil plantations, processing facilities and infrastructure required for the successful farming and refinement of palm oil. The public perception of palm oil and/or the Group may be prejudiced by the actions of an unrelated company over which the Group has no influence or control, and the Group's financial position may be adversely affected as a consequence. Whilst the Group's operations are conducted in an environmentally sensitive manner and indeed their focus is on cultivating previously cultivated land, the Group cannot compel local partners, small holders and trading entities to conduct their businesses in a similar fashion.

Concentration risk
The Group's activities are concentrated on palm oil production and in Côte d'Ivoire. Therefore any events affecting palm oil production and Côte d'Ivoire may have a greater impact on the Group than its competitors who may have greater financial resources or a more diversified business model.

Crude palm oil is a volatile commodity
The Group's principal product is CPO. CPO is a commodity and hence affected by levels of world economic activity. As such, the Group is highly exposed to the traded market price of CPO. Over the last ten years, CPO has experienced considerable volatility. The profitability and cash flow of the Group

depends upon global CPO prices and upon the Group's ability to sell its produce at price levels comparable with such prices globally. Market prices for palm oil are influenced by a number of factors which are interrelated and sometimes unpredictable (like changes in weather or political decisions) and could cause intense price volatility in the world market. Principal price determining factors include:

– world demand for and supply of vegetable oil, specifically palm oil;

– world demand for and supply of other vegetable oils, most notably soybean oil and rapeseed oil;

– price of crude mineral oil and biofuels;

– the import and export tariff regime in end user countries such as India and China;

– prices of other vegetable oils;

– economic developments as well as population growth, per capita consumption and food demand; and

– weather conditions and other natural influences.

Markets for CPO

The Group intends to sell the CPO it produces to African and European markets. Any inability to sell its CPO to these markets as planned could reduce the sales price and as such could reduce the Group's revenue and profitability. In addition, if the Group was left with excess CPO that it was unable to sell it may be forced to sell this at much reduced prices further reducing profitability.

Competition in the markets in which the Group operates is expected to increase in the future

Existing and potential competitors may have significantly greater financial, research and development, sales and marketing, personnel and other resources than the Group. In particular, the palm oil market has a small number of dominant industry leaders, particularly in West Africa. Any pressure from such leaders on parties not to sell FFB to or otherwise deal with the Group could have a material adverse effect on the Group's revenue and profitability. Competition may also result from increases in processing capacity of existing competitors. Any such increases in processing capacities would adversely affect availability of FFB from suppliers. Furthermore, an increase in competition could result in FFB suppliers demanding prices higher than the AIPH price. This could have an adverse effect on the Company's revenues.

Company will require future capital to expand operations

The Group's future development plans may require additional funds to be raised. The Group may require further cash resources in the future due to, inter alia:

– significant new land acquisition, leading to increased capital expenditure; or

– an inability to source additional debt finance to develop its operations.

Accordingly, the Group cannot be certain of its future financing needs or that suitable financing will be available in amounts or on terms acceptable to the Directors. The Group's future capital needs, and other business reasons, could require the Group to issue additional equity or obtain additional credit facilities. If additional equity or equity-linked securities were to be issued, this may result in dilution for Shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict the Group's operations or the Group's ability to pay dividends to Shareholders.

Prospective investors should be aware that the Group intends to utilise borrowings in the further development of palm oil plantations. The use of borrowings creates the risk that the borrower will be unable to service the interest payments or comply with the other requirements of the loan rendering it repayable and the risk that borrowings will not be able to be refinanced or that the terms of such refinancing may not be as favourable as the existing terms of borrowing. Increases in long term interest rates and levels of amortisation imposed by the Group's bankers may also have an adverse effect on the Company's profitability, although the Board may seek to manage this risk through the use of hedging instruments.

Foreign exchange risk

A large majority of the Group's revenue and costs will be transacted in € or directly linked to the € and consequently investment in the Ordinary Shares includes an economic exposure to the €. Fluctuations in the value of € to the other currencies in which the Group may agree to transact business from time to time may materially affect the cash flows and earnings which the Group expects to realise from its operations. In addition, as an international organisation, the Company's business transactions may not be denominated in the same currencies. To the extent that business transactions are not denominated in the same currency, the Company is exposed to foreign currency exchange rate risks. In addition, holders of the Company's shares are subject to foreign currency exchange rate risk to the extent the Company's business transactions are denominated in currencies other than pounds sterling. Fluctuations in foreign currency exchange rates may adversely affect the Company's profitability. At this time, the Group does not plan to actively hedge its foreign currency exchange rate risk. Although CPO is generally sold in United States dollars the Group is likely to continue to report its results in Euros since most of its costs and investments are in Euros or linked to the Euro. In addition, part of the costs, revenue and loans of the Group are in FCFA. The FCFA is currently linked to the Euro at a fixed exchange rate, this may change and effect the costs, revenue and loans of the Group.

Price of FFB set by AIPH

The price of FFB in the Côte d'Ivoire is set by the AIPH, a state committee with representatives of the factories (first and second transformation), the state, and the Cooperatives. The Committee adjusts the FFB prices to changes in the CIF Rotterdam Crude Palm Oil price. The price, which is set in FCFA, is reset every month and takes into account the United States dollar change in the CIF Rotterdam price plus the change in the Euro/dollar rate. As a result, the Group is dependent on the pricing set by the AIPH and any change in such pricing may materially and detrimentally affect the profitability and therefore the financial prospects of the Group. In addition, there is a risk that such price setting mechanism may be changed in the future. Such a change could lead to an increase in the cost of FFB to the Group. Any increase in the cost of FFB would reduce the Group's profitability.

Equipment Failure

There is a risk of equipment failure due to, among other things, wear and tear, design or operator error which could adversely affect the Group's business, with a consequential effect on the financial position of the Group. In particular, any operational stoppages with the Mill or due to equipment failure will impact on the revenue and profitability of the Group. In addition, if the cost of maintaining the Mill, or any key equipment is materially higher than anticipated, this will have a negative impact on the Group's operations.

Valuation risk

Land within Côte d'Ivoire , especially in relation to that being acquired for development, is inherently difficult to value as there is no liquid market or pricing mechanism. There is no assurance that the estimates resulting from the valuation process, which is necessarily subjective, of any future land acquired by the Group will reflect the actual valuation even where such acquisitions occur shortly after the date of the valuation. Any material reduction in land values could impact on the carrying value reported by the Company.

PART 3

NOTICE OF GENERAL MEETING

DekelOil Public Limited

(Incorporated in Cyprus with registered no. HE 210981)
(the "Company")

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of Kerman & Co LLP, 200 Strand, London WC2R 1DJ at 12 noon on 16 June 2016 for the purposes of considering and, if thought fit, passing the following resolutions:

Terms used in this notice shall have the same meanings as defined in the circular to shareholders of the Company dated 24 May 2016 unless the context requires otherwise.

SPECIAL RESOLUTION

1. The Directors be unconditionally authorised pursuant to the provisions of 60B(5) and 59A of the Cyprus Companies Law, Cap. 113, as amended (the "Companies Law"), to allot and issue the Placing Shares at the Issue Price with the waiving of the pre-emption rights of existing members as if Section 60B of the Companies Law did not apply to such allotment, provided that such authority shall be limited to the allotment of the Placing Shares at the Issue Price to certain institutional and a limited number of other investors.

   For the purpose of the increase of the issued share capital, the Placing Shares will not be offered to existing members on a pro-rata basis but will be issued and allotted at the Issue Price to certain institutional and a limited number of other investors. The Placing Shares will rank pari passu with the existing fully paid ordinary shares of the Company.

ORDINARY RESOLUTION

2. THAT, with effect from the Share Consolidation Date, all the issued and unissued ordinary shares in the capital of the Company be and are consolidated so that every 10 ordinary shares of nominal value of €0.00003367 are consolidated and divided into 1 consolidated share of €0.0003367 each, such ordinary shares of €0.0003367 each having the same rights and being subject to the same restrictions (save as to the nominal value) as the existing ordinary shares of €0.00003367 each in accordance with the provisions of the Company's articles of association. The Directors of the Company be and are hereby authorised to do all other acts and things as considered by them to be necessary or desirable in connection with such consolidation, including (without limitation) making such exclusions or arrangements as the directors of the Company may deem necessary or expedient, to deal with fractional entitlements arising or any legal or practical problems.

SPECIAL RESOLUTION

3. The Directors be unconditionally authorised pursuant to the provisions of 60B(5) and 59A of the Companies Law to allot shares in the Company ("Shares") or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") as if Section 60B of the Companies Law did not apply to such allotment provided that this power shall be limited to:

(i) up to an aggregate of 100,000 ordinary shares each in the capital of the Company (in connection with the grant to directors, employees, consultants or advisers of the Company and its subsidiaries, options to subscribe for ordinary shares, at a minimum exercise price of the mid-market closing price on AIM of an ordinary share of the Company on the trading day immediately preceding the date of grant; and

(ii) (otherwise than pursuant to sub-paragraph (i) above), up to an aggregate of 528,301,887 ordinary shares in the capital of the Company provided that the issue price is not less than a 20% discounted price to the volume weighted average mid-market closing price on AIM of an ordinary share of the Company for the ten trading days immediately preceding the issue or the grant and the issue of such Shares is subject to compliance with, and obtaining any requisite approvals required by, the rules of AIM;

and such authority shall, unless previously revoked or varied by the Company in a shareholder meeting, expire at the conclusion of the next annual general meeting of the Company 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 or grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Dated: 24 May 2016

Registered office:
38 Agias Fylaxeos
Nikolas Kort
Office 101, 3025 Limassol
PO Box 53277
Limassol
Cyprus

By Order of the Board
Lincoln Moore
Executive Director

NOTES

(i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.

(ii) A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or by fax to the following number: +44 (0) 370 703 6116 by not later than 48 hours prior to the time fixed for the Meeting (excluding weekends).

(iii) A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests is enclosed with this Notice for use in connection with the business set out above. To be valid, Forms of Instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England by not later than 72 hours prior to the time fixed for the Meeting (excluding weekends).

(iv) Completion and return of a Form of Proxy does not preclude a member from attending and voting at the Meeting or at any adjournment thereof in person (if so entitled).

(v) In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

(vi) To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at close of business on 14 June 2016.

(vii) As at the close of business on 23 May 2016, the Company's ordinary issued share capital comprised 1,543,826,860 shares of par value €0.00003367 each. Each ordinary share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 1,543,826,860.