

Circ re. long term incentive plan

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R.E.A.Hldgs PLC
07 May 2015

R.E.A. Holdings plc ("the company")

Proposal for the establishment of a new long term incentive plan, and notice of an extraordinary general meeting

It was stated in the company's recently published annual report 2014 that the directors were considering seeking shareholder approval for the establishment of a new long term incentive plan (the "**long term incentive**").

Following such consideration, a circular is being sent to shareholders today setting out details of the long term incentive proposal, together with a notice of extraordinary general meeting in connection with such proposal. The extraordinary general meeting is being convened for 10.30 am on 11 June 2015 (or so soon after 10.30 am as the annual general meeting of the company also convened for 11 June 2015 shall have been concluded or adjourned) to be held at the London offices of the company's solicitors, Ashurst LLP, at Broadwalk House, 5 Appold Street, London EC2A 2HA.

The revised directors' remuneration policy, set out in the annual report 2014, provides for an increased individual limit capping the grant-date value of unvested awards held by any one director at 150 per cent of annual base salary (or 200 per cent in exceptional circumstances) and also provides for the award of rights to acquire shares.

The circular sent to shareholders today will be available to download from the company's website: www.rea.co.uk and will also shortly be submitted to the National Storage Mechanism, where it will be available for inspection at www.Hemscott.com/nsm.do.

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