

# ESV Group Plc

*(Registered in England and Wales with company number 05738279)*

Directors:  
M. Alikhani  
I. Mikhaylova  
D. Zhminko

Registered Office:  
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London W1K 4QH

Date: 10 September 2010

Dear Shareholder,

In the announcement of the Company's Preliminary Results issued on 31 August 2010, the Directors stated that at the forthcoming Annual General Meeting they would seek authority to issue shares to raise finance and/or bring in strategic partners to expand the grain handling and storage facilities at Kherson.

The Directors are aware that world demand for grain and other agricultural products will continue to grow to feed an increasing global population and meet raised dietary standards. Ukraine, where the Company has focused its operations, contains abundant fertile land and typically enjoys good growing conditions. Western agronomical methods and mechanisation are improving yields compared with traditional crop husbandry in the country.

ESV's strategy is to concentrate on the logistics sector to benefit from Ukraine's ability to produce and export increasing quantities of grain and other dry agricultural products.

In order to capitalise on the opportunities in this sector, the Directors propose to:

- a) substantially expand the facilities of the Dnipro Cargo grain terminal at Kherson. This grain terminal is strategically located near the mouth of Ukraine's largest river, the Dnieper, and receives grain by road, rail and river barge from Ukraine's largest agricultural catchment area for trans-shipment to the Black Sea and foreign markets;
- b) activate grain purchasing when the current market volatility subsides;
- c) complete plans for a proposed site to build a further grain terminal serving other catchment areas in Ukraine; and
- d) explore approaches the Company has received to form joint ventures with strategic partners in the bio-fuel and other farming sectors.

In due course the Company will be able to utilise some of the remaining net proceeds receivable from the sale of Mozambique operations amounting to US\$1.65m. However, the expansion of the Company's activities in Ukraine will require more capital and the Board will therefore be seeking shareholder approval to raise finance via a new issue of shares at the forthcoming Annual General Meeting. In addition, any such joint ventures may require the issue of shares to the Company's joint venture partners.

## **Action to be taken**

Notice of the Annual General Meeting of the Company to be held at the offices of Keith, Bayley, Rogers & Co. Limited at Finsbury Tower, 103 -105 Bunhill Row, London EC1Y 8LZ at 12.00 pm 5 October 2010 is set out in the enclosed Report and financial statements for the year ended 31 March 2010. A form of proxy for use at the Annual General Meeting is also enclosed. We would urge you to complete the form of proxy as soon as possible and ensure that it is returned, no later than 48 hours prior to the time of the Annual General Meeting, to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, irrespective of whether you will be attending the Annual

General Meeting. Submission of the form of proxy will not preclude you from attending the meeting in person should you so wish.

**Recommendation:**

The Directors believe it is vital for the future of the Company that you **vote in favour of all the Resolutions** to be proposed at the Annual General Meeting to enable the Company to move forward, as they intend to do in respect of their own holdings of 70,363,547 ordinary shares, representing in aggregate 9.9% of the issued share capital.

Yours faithfully,

M Alikhani

I Mikhaylova

D Zhminko