

21 August 2019

Dear Shareholder(s),

Andina plc (the “Company”) – General Meeting

Please find enclosed the following documents in respect of the General Meeting to be held on 19 September 2019 in respect of the audited financial statements of the Company:

1. notice of the General Meeting; and
2. proxy form; and
3. a copy of the Company's audited financial statements for the year ended 31 December 2018, together with the reports of the directors and auditors thereon

We inform you that a copy of the above audited financial statements is also available for inspection on the Company's website – www.andinapl.com.

Please note that the deadline for the return of the form of proxy is 17 September 2019.

Yours faithfully,

Luis Alvarez Poli

Director and Company Secretary
on behalf of Andina plc

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document to the purchaser or transferee or to the stockbroker, bank or other person through whom the sale of transfer was effected for transmission to the purchaser or transferee.

NOTICE OF GENERAL MEETING

ANDINA PLC

(Incorporated and registered in England and Wales with registered number 08095058)

NOTICE IS HEREBY GIVEN that a general meeting of Andina plc (the "**Company**") will be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF at 10.00 a.m. on 19 September 2019 for the following purposes:

Ordinary Business

To consider and, if thought fit, pass the following resolutions numbered 1 to 3 as ordinary resolutions:

1. That the audited financial statements of the Company for the year ended 31 December 2018 together with the reports of the directors and auditors thereon be received, considered and adopted.
2. That PricewaterhouseCoopers LLP be reappointed as the auditors of the Company to hold office from the conclusion of the meeting until the next general meeting at which accounts are laid before the Company
3. That the directors be authorised to fix the auditors' remuneration.

By order of the Board

Dated: 21 August 2019

Registered office:

1 South Quay

Victoria Quays

Sheffield

United Kingdom

S2 5SY

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the meeting. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chairman or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. An appointment of proxy is provided with this notice and instructions for use are shown on the form. In order to be valid, a completed appointment of proxy must be returned to the Company by one of the following methods:
 - (a) in hard copy form by post, by courier or (during normal business hours) by hand to the Company's registrars (Share Registrars Limited) at the address shown on the form of proxy; or
 - (b) when submitted by email, to the email address stated on the form of proxy; or
 - (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,and in each case must be received by the Company before 10.00am on 17 September 2019. Please note that any electronic communication sent to our registrars in respect of the appointment of a proxy that is found to contain a computer virus will not be accepted.
4. To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company's registrars, Share Registrars Limited. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
5. Appointment of proxies via CREST:
 - (a) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 - (b) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, in order to be valid, must be transmitted so as to be received by the Company's agent (ID 7RA36) by the latest time for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
 - (c) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 - (d) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. Only those shareholders registered in the Register of Members of the Company as at 10.00am on 17 September 2019 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting or adjourned meeting in respect of the number of shares registered in their respective names at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if:
 - (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
9. As at 20 August 2019 (being the last practicable date before the publication of this notice), the Company's issued share capital consisted of 96,156,112 ordinary shares carrying one vote each. Therefore the total voting rights in the Company are 96,156,112.
10. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the general meeting for 15 minutes prior to and during the meeting:
 - (a) copies of the executive directors' service contracts with the Company;
 - (b) copies of letters of appointment of non-executive directors; and
 - (c) the Company's existing articles of association.

ANDINA PLC

(Incorporated and registered in England and Wales with registered number 08095058)

Form of Proxy

Proxy for use at the general meeting to be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF at 10.00 a.m. on 19 September 2019

I/We.....

of.....

being a member(s) of Andina Plc (the "Company") hereby appoint the chairman of the meeting OR

..... [full name of proxy, in block capitals]

as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Company to be held at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF at 10.00 a.m. on 19 September 2019 (the "General Meeting") and at any adjournment thereof.

I/We request such proxy to vote on the following resolutions as indicated below:

Ordinary Resolutions		FOR	AGAINST	WITHHELD
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended 31 December 2018 together with the reports of the directors and auditors thereon.			
2.	To re-appoint PricewaterhouseCoopers LLP as the auditors of the Company to hold office from the conclusion of the meeting until the next general meeting at which accounts are laid before the Company.			
3.	To authorise the directors to fix the auditors' remuneration.			

If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his discretion as to both how he votes (including as to any amendments to the resolutions) and whether or not he abstains from voting.

If you would like to attend and vote at the General Meeting it would be helpful if you would tick the box below.

I will be attending the General Meeting.

Names of joint holders (if any)

Dated 2019 Signature

Notes

1. Please indicate with an 'X' in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
(a) on any resolution referred to above if no instruction is given in respect of that resolution; and
(b) on any business or resolution considered at the meeting other than resolutions referred to above.
The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution; however it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
2. If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words "chairman of the meeting" and insert the name of the person you wish to appoint. A proxy need not be a member of the Company.
3. In the case of a member which is a corporation, this form must be executed under its common seal (if any) or the hand of its duly authorised officer. In the case of an individual, the proxy must be signed by the appointer or his agent, duly authorised in writing.
4. If this form of proxy is signed under a power of attorney (or equivalent authority) please include the original power of attorney or equivalent authority (or a duly certified copy of such power of attorney or equivalent authority) when you return this form of proxy to the Company's registrars (Share Registrars Limited).
5. In the case of joint holders, only one need sign this form, but the name of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
6. The appointment of a proxy does not preclude you from attending and voting in person at the meeting or at any adjournment thereof. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
7. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). You may not appoint more than one proxy to exercise rights attached to any one share. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
8. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
9. To validly appoint a proxy using this form of proxy:
Please complete the form, sign it and return by any of the following methods:
 - in hard copy form by post or courier or (during normal office hours) by hand to the Company's registrars, Share Registrars Limited, The Courtyard, 17 West St, Farnham, GU9 7DR;
 - scanned and emailed to proxics@shareregistrars.uk.com; or
 - in the case of CREST members only, by using the CREST electronic proxy appointment service. CREST members should refer to note 5 to the notice of General Meeting enclosed with this form of proxy in relation to the submission of a proxy appointment via CREST.

In each case the proxy appointment must be received before 10.00am on 17 September 2019 (or, if the meeting is adjourned, on the date which is two days before the time of the adjourned meeting).