

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. WHEN CONSIDERING WHAT ACTION YOU SHOULD TAKE, YOU ARE RECOMMENDED TO SEEK INDEPENDENT FINANCIAL ADVICE FROM A FINANCIAL ADVISER WHO IS AUTHORISED UNDER FSMA IF YOU ARE IN THE UNITED KINGDOM, OR FROM ANOTHER APPROPRIATELY AUTHORISED INDEPENDENT FINANCIAL ADVISER IF YOU ARE IN A TERRITORY OUTSIDE OF THE UNITED KINGDOM.

If you have sold or otherwise transferred all of your ordinary shares of USD 0.01 each ("**Ordinary Shares**") in Africa Opportunity Fund Limited (the "**Company**" or "**AOF**") you should pass this document, together with the accompanying proxy form (the "**Proxy Form**") as soon as possible, to the purchaser or transferee or to the other person through whom the sale or transfer was effected for transmission to the purchaser or transferee. This document and all accompanying documents should not, however, be forwarded or transmitted in or into any of the Restricted Territories.

The whole of this document should be read. Attention is drawn to the Risk Factors set out in Part II of this document.

AFRICA OPPORTUNITY FUND LIMITED

*(a company limited by shares incorporated under the laws of the
Cayman Islands with registered number MC-188243)*

Continuation vote

and

Notice of Extraordinary General Meeting

Notice of an Extraordinary General Meeting ("**EGM**") of the Company to be held 10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) or, if earlier, immediately following conclusion of the annual general meeting of the Company on 29 June 2022 at 39 Market Street, Suite 3205, Gardenia Court, Camana Bay, Grand Cayman KY1-9003, Cayman Islands is set out on page 10 of this document. A Proxy Form for use at the EGM accompanies this document and, to be valid, must be completed and returned in accordance with the instructions set out thereon as soon as possible by mail or by facsimile but in any event so as to reach:

**JTC Registrars (UK) Limited
The Scalpel
18th Floor
52 Lime Street
London EC3M 7AF**

or

Fax number +44 (0)1481 702407

or

Registrars@jtcgroup.com

by no later than 10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) on 27 June 2022.

Further details of action to be taken are set out in Part I of this document and in the instructions on the Proxy Form.

If Shareholders have any queries regarding the completion of the Proxy Form please contact the Registrar, JTC Registrars Limited, by telephone on +44 (0)1481 702400 or by e-mail at Registrars@jtcgroup.com. Please note that the Registrar can only give procedural advice and is not authorised to provide investment advice.

CONTENTS

	Page
EXPECTED TIMETABLE OF EVENTS	3
LETTER FROM THE CHAIR	4
DEFINITIONS	8
NOTICE OF EXTRAORDINARY GENERAL MEETING	10

EXPECTED TIMETABLE OF EVENTS

EGM Record Date	12.00 noon (Cayman Islands Time) / 6.00 p.m. (British Summer Time) on 27 June 2022
Latest time and date for receipt of Proxy Forms	10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) on 27 June 2022
Extraordinary General Meeting	10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) or, if earlier, immediately following conclusion of the annual general meeting of the Company on 29 June 2022
Results of the EGM announced on	29 June 2022

The above times and/or dates may be subject to change and, in the event of such change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory News Service of the London Stock Exchange.

LETTER FROM THE CHAIR

Directors:

Myma Adwowa Belo-Osagie (*Chair*)
Shingayi Stanley Mutasa
Robert Knapp

Registered office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

13 June 2022

Dear Shareholders

CONTINUATION VOTE

1 INTRODUCTION

At the Extraordinary General Meeting of the Company held on 27 June 2019 (the "**2019 EGM**"), the Shareholders approved, amongst other things, to:

- adopt the Investment Policy, which involved the Company ceasing all new investments and seeking to realise, in an orderly fashion, the Company's portfolio of investments and return the net proceeds generated to Shareholders over time; and
- in order to give the Board maximum flexibility in terms of the manner in which the net proceeds of the realisation of the Company's portfolio of investments are returned to Shareholders, amend the Company's articles to include a mechanism to allow the Company to compulsorily redeem Ordinary Shares at the discretion of the Directors to allow cash to be returned to Shareholders following the realisation of assets (the "**Compulsory Redemption**").

As set out in the Company's circular sent to the Shareholders on 5 June 2019 (the "**2019 Circular**"), the Directors also committed to convene a general meeting in 2022 at which an ordinary resolution would be proposed should it be appropriate for the Company to continue in existence beyond the 2019 Return Period.

Following consultation with certain Shareholders, the Company is convening the EGM to be held at 10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) or, if earlier, immediately following conclusion of the annual general meeting of the Company on 29 June 2022 at which the Board is seeking Shareholder approval for the Company to continue in existence for a further two years in order to maintain a focus on maximising the value realised on the sale of the Company's portfolio of investments and ensure greater returns of net realisation proceeds to Shareholders (the "**Continuation Resolution**"). Should this resolution not be passed, the Directors shall formulate proposals to be put to Shareholders to reorganise, reconstruct or wind up the Company. However, if the resolution is passed, the Company will continue its operations as contemplated in this document.

This document sets out the rationale for the Continuation Resolution together with certain mechanical changes to the arrangements with the Investment Manager, which will take effect conditional on the passing of the Continuation Resolution, and which will be considered to be a related party transaction between the Company and the Investment Manager. This document also includes a notice convening the EGM, at which the Continuation Resolution will be proposed.

2 CONTINUATION OF THE EXISTENCE OF THE COMPANY

The Company does not have a fixed life but the Directors committed to convene a general meeting in 2022 at which an ordinary resolution would be proposed that the Company continue in existence.

The Company, consistent with the Investment Policy, set out to maximise sale proceeds from the realisation of its portfolio before returning those proceeds to Shareholders. The pace of disposal of the Company's holdings (70% of the Company's NAV on June 30, 2019 has been converted into cash) has been slower than initially anticipated because of the negative impacts on valuations and liquidity of some of the Company's holdings arising from unexpected developments like the covid pandemic and the Ukraine war and, in some cases, company-idiosyncratic events. The Company's response has been to

delay disposals until its estimates of intrinsic value have been approached in market valuations. The following table sets out a comparison between various Africa indices and exchange-traded funds and the performance of the Company's NAV between June 2019 and April 2022:

Fund/Index Name	Ticker	Annual Return
MSCI Africa	MXFMEAF	4%
MSCI Africa excluding South Africa	MXFMEAFZ	4%
MSCI Frontier Africa	MXFMAF	15%
Dow Jones Africa Titans 50	DJAFKT	7%
Standard Bank Africa Total Return Index	SBAFRITR	39%
VanEck Africa Index ETF	AFK US	2%
Xtrackers MSCI Africa	XMAF LN	-6%
Lyxor Pan-Africa ETF	LGQM GY	-1%
Africa Opportunity Fund	AOF LN	67%

(Source: Bloomberg)

The Investment Manager's approach combined a steadfast quest to realise the approximate appraisal or intrinsic value of each security together with opportunistic sales. Over time, disposals of small positions in the secondary market have been overtaken by block trades as the major source of disposals. The profitability (both in local currencies and in USD) of the majority of the Company's holdings have supported the rising share prices of those holdings. The Investment Manager believes that the current Net Asset Value remains materially lower than the intrinsic value of the Company. The Board also believes that it is inimical for maximising sale proceeds from the realisation of the Company's portfolio for the Company to be viewed publicly as a forced seller.

Accordingly, the Directors and the Investment Manager believe that the Shareholders should vote in favour of the Continuation Resolution as continuing the life of the Company with the current Investment Policy in place will enable the Company to continue its objective of realising the value of the assets in its investment portfolio in a prudent manner with a view to making an orderly return of capital to Shareholders. If the Continuation Resolution is not passed, the Directors will formulate and revert to Shareholders with proposals to reorganise or reconstruct the Company or to wind up the Company.

If the Continuation Resolution is passed and any assets of the Company are not realised over the next two years, the Directors will formulate and revert to Shareholders at an extraordinary general meeting in 2024 with further proposals to continue, reorganise or reconstruct the Company or to wind up the Company.

The Company will continue to return sums to Shareholders by way of compulsory redemption, repurchase of Ordinary Shares in the market or such other method as determined by the Directors. It is also the current intention of the Directors that the Company's listing on the Specialist Fund Segment should be maintained.

3 AMENDMENT OF THE INVESTMENT MANAGEMENT AGREEMENT

The Company and the Investment Manager entered into the 2019 Amended and Restated Investment Management Agreement, which amended, amongst other things, the fees payable to the Investment Manager for the 2019 Return Period.

The Company and the Investment Manager have entered into the Amended and Restated Investment Management Agreement, which, conditional upon the approval of the Continuation Resolution, shall extend the term of the 2019 Amended and Restated Investment Management Agreement by a further two

years. Under the terms of the agreement, the Investment Manager shall continue to act as sole manager of the Group's portfolio in accordance with the terms of the agreement with discretion to manage the Group's assets.

The Amended and Restated Investment Management Agreement will continue to be subject to termination on 12 months written notice by AOF (GP) or the Investment Manager.

Day to day management of the Group's portfolio of assets shall continue to be carried out by Francis Daniels and Robert Knapp or such other designated employees of the Investment Manager approved in advance by the Board (in its capacity as the board of directors of AOF (GP)).

Under the Amended and Restated Investment Management Agreement, the Investment Manager shall receive realisation fees from the net proceeds of all future portfolio realisations equal to the aggregate of one per cent. of the net proceeds realised from any disposal of an investment where such proceeds are paid to the Shareholders. No other management fees or performance fees shall be payable to the Investment Manager.

The proposed revisions to the arrangements with the Investment Manager constitute a related party transaction under the Company's related party policy, and in accordance with that policy, the Company is required to obtain: (i) the approval of a majority of the Directors who are independent of the Investment Manager; and (ii) a fairness opinion or third-party valuation (as appropriate) in respect of such related party transaction from an appropriately qualified independent adviser.

Accordingly, the Independent Directors believe the proposed revisions to be fair and reasonable insofar as Shareholders are concerned and have approved the proposed revisions.

4 GENERAL MEETING

The Continuation Resolution seeks the approval of Shareholders for the extension of the life of the Company. The Continuation Resolution will be proposed at the EGM to be held at 10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) or, if earlier, immediately following conclusion of the annual general meeting of the Company on 29 June 2022; the notice of the EGM is set out at the end of this document.

In order to be passed, the Continuation Resolution, which is to be proposed as an ordinary resolution, will require the approval of Shareholders representing a majority of more than 50 per cent. of the votes cast at the EGM. The Articles provide that at the EGM each Shareholder present in person or by proxy or who (being a corporation) is present by a representative shall on a show of hands have, for the Continuation Resolution, one vote and on a poll shall have one vote for each Ordinary Share of which he is a holder.

The quorum for the EGM shall be two persons entitled to attend and to vote, each being a Shareholder or a proxy of a Shareholder or a duly authorised representative of a corporation which is a Shareholder. In the event that the EGM is adjourned and the above-mentioned quorum is not present, at such adjourned EGM the Shareholders present shall be a quorum.

5 ACTION TO BE TAKEN

Shareholders will find enclosed with this document a personalised Form of Proxy for use in connection with the EGM. Submission of the Form of Proxy will enable your vote to be counted at the EGM in the event of your absence.

Shareholders are asked to complete and return the Form of Proxy, in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach JTC Registrars (UK) Limited at The Scalpel, 18th Floor, 52 Lime Street, London EC3M 7AF by no later than 10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) on 27 June 2022.

Shareholders are requested to complete and return the Form of Proxy whether or not they wish to attend the EGM. The return of the Form of Proxy will not prevent Shareholders from attending the EGM, or any adjournment thereof, and voting in person should they so wish.

6 RECOMMENDATION

The Board is committed to allowing Shareholders the opportunity to review the future of the Company at appropriate intervals and the Continuation Resolution provides shareholders with that opportunity. Accordingly, the Board considers that the Proposals are in the best interests of Shareholders as a whole and recommends unanimously that Shareholders vote in favour of the Continuation Resolution as they intend to do so in respect of their beneficial holdings of Ordinary Shares which, in aggregate amount to 4,034,732 Ordinary Shares representing approximately 16.27 per cent. of the issued share capital of the Company.

Yours faithfully

Myma Adwowa Belo-Osagie
Chair

DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

"2019 Amended and Restated Investment Management Agreement"	the amended and restated investment management agreement dated 5 June 2019 between AOF (GP), the Company and the Investment Manager;
"2019 Circular"	the Company's circular sent to the Shareholders dated 5 June 2019;
"2019 EGM"	the extraordinary general meeting of the Company held on 27 June 2019;
"2019 Return Period"	the period of up to three years following the 2019 EGM;
"AGM"	the annual general meeting of the Company convened for 9.30 a.m. (Cayman Islands Time) / 3.30 p.m. (British Summer Time) on 29 June 2022;
"Amended and Restated Investment Management Agreement"	the amended and restated investment management agreement dated 13 June 2022 entered into between AOF (GP), the Company and the Investment Manager;
"AOF (GP)"	Africa Opportunity Fund (GP) Limited, a wholly-owned subsidiary of the Company, incorporated in the Cayman Islands with registered number MC-189739 and acting as the general partner of the Limited Partnership;
"Articles"	the articles of association of the Company;
"Board" or "Directors"	the directors of the Company;
"Clearstream"	the system of paperless settlement of trades and the holdings of shares without share certificates administered by Clearstream Banking SA;
"Company" or "AOF"	Africa Opportunity Fund Limited;
"Continuation Resolution"	the ordinary resolution to approve that the Company continues in existence, to be proposed at the EGM, notice of which is set out on page 10 of this document;
"EGM"	the extraordinary general meeting of the Company convened at 10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) or, if earlier, immediately following conclusion of the annual general meeting of the Company on 29 June 2022;
"EGM Record Date"	12.00 noon (Cayman Islands Time) / 6.00 p.m. (British Summer Time) on 27 June 2022;
"Euroclear"	the system of paperless settlement of trades and the holding of shares without share certificates administered by Euroclear Bank SA;
"FCA"	the Financial Conduct Authority or any successor authority;
"Form of Proxy"	the form of proxy provided to Shareholders relating to the Resolution and the EGM and enclosed with this Circular;
"FSMA"	the Financial Services and Markets Act 2000 (as amended)

"Group"	the Company, the Limited Partnership, AOF (GP) and AOF CarryCo Limited;
"Independent Directors"	the Board excluding Robert Knapp;
"Investment Manager"	Africa Opportunity Partners LLC, acting as the investment manager to the Group;
"Investment Policy"	the investment policy of the Company adopted at the 2019 EGM, the full text of which is set out in paragraph 2 of Part III of the 2019 Circular;
"Limited Partnership"	Africa Opportunity Fund L.P., a Cayman Islands exempted limited partnership;
"London Stock Exchange"	London Stock Exchange plc;
"Net Asset Value" or "NAV"	the total value of all of the assets of the Company less its liabilities as determined by the Board and calculated in accordance with the Company's accounting policies;
"Ordinary Shares"	ordinary shares of USD0.01 each in the capital of the Company;
"Proposals"	the proposals outlined in this document, namely the Continuation Resolution and the Amended and Restated Investment Management Agreement;
"Proxy Form"	the proxy form for use in connection with the EGM, and which accompanies this document;
"Registrar"	JTC Registrars Limited;
"Regulatory News Service" or "RNS"	a primary information provider which has been approved by the FCA to disseminate regulatory news and information to the market;
"Restricted Territories"	any of the following territories: Australia, Canada, Japan, South Africa and the United States;
"Shareholders"	holders of Ordinary Shares (or, where the context so requires, where Ordinary Shares are held in Euroclear and/or Clearstream, the persons otherwise beneficially entitled to such Ordinary Shares);
"United Kingdom" or "UK"	the United Kingdom of Great Britain; and
"US\$", "US Dollar" or "USD"	United States dollars, the legal currency of the United States.

AFRICA OPPORTUNITY FUND LIMITED

*(a company limited by shares incorporated under the laws of the Cayman Islands
with registered number MC-188243)*

(the "Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) or, if earlier, immediately following conclusion of the annual general meeting of the Company on 29 June 2022 at 39 Market Street, Suite 3205, Gardenia Court, Camana Bay, Grand Cayman KY1-9003, Cayman Islands for the purpose of considering and, if thought fit, passing the following resolution, which will be passed as an ordinary resolution:

ORDINARY RESOLUTION

THAT the continuation of the existence of the Company until 30 June 2024 be and is hereby approved.

Dated: 13 June 2022

Registered Office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

By Order of the Board

SS&C Fund Services (Cayman) Ltd.
Administrator

Notes:

1. *A Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company. A Proxy Form is enclosed with this notice. Completion and return of the Proxy Form will not preclude members from attending or voting at the meeting, if they so wish.*
2. *To be valid, the Proxy Form, together with the power of attorney or other authority, if any, under which it is executed (or a notarially certified copy of such power of attorney) must be deposited with Anson Registrars Limited, PO Box 426, Anson House, Havilland Street, St Peter Port, Guernsey, GY1 3WX Channel Islands by no later than 10.00 a.m. (Cayman Islands Time) / 4.00 p.m. (British Summer Time) on 27 June 2022. The Company will also accept faxed copies of completed Proxy forms sent to: Fax Number: +44 (0)1481 661519.*
3. *A holder of Ordinary Shares (or the beneficial title thereto) must first have his or her name entered on the Company's register of members (or where Ordinary Shares are held in Euroclear and/or Clearstream by the relevant nominee on behalf of such holder, be beneficially entitled to such Ordinary Shares by) not later than 12.00 noon (Cayman Islands Time) / 6.00 p.m. (British Summer Time) on 27 June 2022. Changes to entries in that register after that time shall be disregarded in determining the rights of any holders to attend and vote at such meeting (or to provide voting instructions to the relevant Euroclear and/or Clearstream nominee).*
4. *Shareholders who wish to attend the EGM in person should follow normal Euroclear and/or Clearstream procedures.*