



RAVEN RUSSIA LTD

PO BOX 522 1 LETRUCHOT ST. PETER PORT
GUERNSEY GY1 6EH CHANNEL ISLANDS
TEL: +44 (0)1481 712 955 FAX: +44 (0)1481 713 225
w w w . r a v e n r u s s i a . c o m

6 September 2010

Dear Warrantholder

Proposed amendments to Warrant Instrument

In the announcement of 31 August 2010 of the interim results for the six months to 30 June 2010 for Raven Russia Limited (“**Raven Russia**” or the “**Company**”), the Company stated that it intended to implement a tender offer buyback (the “**Tender Offer**”) of 1 in 58 ordinary shares of 1 pence each in the capital of the Company (“**Ordinary Shares**”) at a price of 54 pence per Ordinary Shares.

As a consequence of moving its listing of Ordinary Shares to the Official List, the Company is now subject to more onerous continuing obligations than it had previously been subject, one of which is that, unless permitted by the terms of the Warrant Instrument by which the Warrants are constituted, the Listing Rules require the Company to seek the consent of Warrantholders in advance of purchasing its own Ordinary Shares.

It is therefore proposed to amend the Warrant Instrument so as to:

- (a) permit the Company to purchase its own Ordinary Shares (including pursuant to the terms of the proposed Tender Offer) without first being required to seek the consent of Warrantholders to do so, as the Company would be required to pursuant to Listing Rule 12.4.7 of the Listing Rules of the UKLA relating to companies admitted to the Official List; and
- (b) make a consequential change to the Warrant Instrument to confirm that the provisions of Clause 7.4 relating to distributions do not apply to the Company’s authority to purchase its own Ordinary Shares.

The terms of the Warrant Instrument permit the Company to modify the terms of the Warrant Instrument by way of an “Extraordinary Resolution” of Warrantholders and provide that such a resolution may be proposed by way of written resolution. This means that provided a written resolution approving the Extraordinary Resolution is signed by, in aggregate, Warrantholders entitled to subscribe for not less than 75 per cent. of the Ordinary Shares which are the subject of outstanding Warrants pursuant to the Warrant Instrument, such resolution can be passed without the need to hold a meeting of Warrantholders. Any resolution in writing may be contained in one document or in several documents in like form, each signed by one or more of the Warrantholders. The Extraordinary Resolution is passed when the required majority of eligible Warrantholders have signified their agreement to it by signing.

Action to be taken

You will find enclosed with this letter a written resolution with respect to the proposed changes to the Warrant Instrument. If you agree with the proposed written resolution, please signify your agreement by signing and dating that document and returning it to Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU by 3.00p.m. on 1 October 2010.

If you do not agree to the Extraordinary Resolution, you do not need to do anything. You will not be deemed to agree to the passing of the Extraordinary Resolution if you fail to reply.

Unless, by 3.00p.m. on 1 October 2010, sufficient agreement has been received for the Extraordinary Resolution to be passed, it will lapse. If you agree to the Extraordinary Resolution, please ensure that your signed and dated document reaches us before or during this date together with any power of authority under which it is signed or a duly certified copy thereof.

Your agreement to the Extraordinary Resolution, once signed and received by the Company, may not be revoked.

If you have any doubts about the contents of this letter and/or the action you should take the Company would recommend you legally seek your own financial advice from your stockbroker, bank manager, solicitor, auditor, accountant or other investment professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you sell or have sold or otherwise transferred all of your Warrants, please immediately forward this letter and the Extraordinary Resolution 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. If you have sold only part of your holding of your Warrants, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This letter and the accompanying Extraordinary Resolution do not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or to subscribe for, Warrants in any jurisdiction in which such an offer or solicitation is unlawful. The Warrants have not been and will not be registered under the United States Securities Act of 1933 (as amended) or the United States Investment Company Act 1940 (as amended) or under the applicable securities laws of the United States of America, Canada, Australia, Japan, the Republic of South Africa or their respective territories and possessions, or in any other jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure for the Company if information or documents concerning the matters set out in this letter and the accompanying Extraordinary Resolution were to be sent or made available to Warrantheolders in that jurisdiction (each, a "**Prohibited Territory**") and, unless an exemption under such acts or laws is available, may not be offered for sale or subscription or sold or subscribed directly or indirectly within any Prohibited Territory for the account or benefit of any national, resident or citizen of any Prohibited Territory.

Yours sincerely



For and on behalf of
Raven Russia Limited