



A/S Trigon Agri: Notice to convene Annual General Meeting

TO THE SHAREHOLDERS OF **trigon agri A/S**, central business registration (CVR) no. 29 80 18 43

In accordance with Article 6.4 of the Articles of Association, notice is hereby given of the annual general meeting of Trigon Agri A/S (the "Company") to be held on

Monday 28 April 2014, at 9:00am

at the law firm of Kromann Reumert, Sundkrogsgade 5, 2100 Copenhagen Ø, Denmark.

The agenda of the meeting is as follows:

1. The board of directors' report on the activities of the Company during the past financial year
2. Adoption of the annual report

The board of directors recommends the adoption of the audited annual report for the period from 1 January 2013 to 31 December 2013, showing a net loss of EUR 16,844 thousand for the Company.

3. Approval of remuneration for the board of directors for the current financial year

The board of directors recommends the approval of the proposed remuneration for the board of directors for the financial year 2014:

Chairman	EUR 0.
Ordinary member	EUR 10,000.

4. Resolution to release the board of directors and the executive board from liability in respect of item 2 (in Danish: "*decharge*").

The board of directors recommends that the board of directors and the executive board be released from liability in respect of item 2.

5. Resolution on the distribution of the profit or loss recorded in the annual report adopted by the general meeting.

The board of directors propose that the result of the year, the net loss of EUR 16,844 thousand, recorded in the annual report is carried forward to the next financial year.

6. Appointment of members to the board of directors

The board of directors recommends that Joakim Johan Helenius, Pertti Oskari Laine, Ernst René Anselm Nyberg, Raivo Vare and David Mathew are re-elected to the board of directors for a term of 1 (one) year.

Ernst René Anselm Nyberg, Raivo Vare and David Mathew are considered independent pursuant to the Danish Recommendations on Corporate Governance.

Joakim Helenius has been the chairman of the board of directors of the Company since 2007. He is currently Chairman of the Supervisory Board of AS Trigon Capital and Estonian Air. Mr Helenius is also member of the Supervisory Boards in listed companies AS Skano Group (previously named AS Viisnurk) and AS Trigon Property Development. Mr Helenius was born in 1957 and holds a degree in Economics from Cambridge University.

Pertti Oskari Laine has been a member of the board of directors of the Company since 2007 and is also a member of the Supervisory Board of Trigon Capital. Pertti Laine is also member of the Board Directors of Veikko Laine Ltd, Länsiauto Ltd and Taaleritehdas Ltd. Mr Laine was born in 1941 and holds a degree in Economics from Helsinki School of Economics.

Ernst René Anselm Nyberg has been a member of the board of directors of the Company since 2008, and is currently managing director of East Office of Finnish Industries. Mr Nyberg is former ambassador of Finland in Moscow and Berlin. Mr Nyberg was born in 1946 and holds a degree in Political Science from Helsinki University.

Raivo Vare has been a member of the board of directors of the Company since 2012 and is also Chairman of the Council of Estonian Development Fund, member of the President's Academic Advisory Board in Estonia, member of the Council of Tartu University, member of Advisory Council of the Estonian Business School, Vice-Chairman of the Council of the Estonian Cooperation Assembly and member of the Transit Commission of the Ministry of Economic Affairs and Communications of Estonia, partner in Sthenosgrupp Ltd, OÜ Rvve Grupp, owner in Live Nature OÜ and co-trainer of Invicta. Raivo Vare was born in 1958. He holds MA summa cum laude in law from Tartu University and EMBA cum laude from Estonian Business School.

David Mathew has been a member of the board of directors of the Company since 2012 and has more than thirty years of experience in Emerging Markets in Asia (particularly China), Central Europe and the CIS both at the commercial level and in investment banking and Private Equity. He has worked as a Director of Robert Fleming in London and in Asia with Baring Brothers and Jardine Matheson in Hong Kong and Beijing. He was born in 1954 and holds an MA in Modern History from Oriel College Oxford University.

7. Appointment of auditor

The board of directors recommends the re-election of PWC Statsautoriseret Revisionsanpartsselskab, Strandvejen 44, 2900 Hellerup as auditors.

8. Any other business

Registration, admission, proxy and postal vote

Registration date

A shareholder's right to participate in the general meeting and the number of votes, which the shareholder is entitled to cast, is determined in accordance with the number of shares held by such shareholder on 21 April 2014 (*the registration date*), see Article 8.4 of the Company's Articles of Association. The shares held by each shareholder are determined at the registration date on the basis of the shareholdings registered in the share register and in accordance with any notices on shareholding received, but not yet registered, by the Company in the share register.

Deadline for notice of attendance

A shareholder or its proxy wishing to attend the general meeting must give notice of their participation to the Company, see Article 8.5 of the Articles of Association. Similarly, the shareholder's advisor or the shareholder's proxy's advisor must give notice of their participation to the Company. A shareholder's notice of attendance must be given to the Company using the notice of attendance form attached as [Appendix 1](#), which shall be sent, duly completed and signed, to Kromann Reumert, Sundkrogsgade 5, 2100 Copenhagen Ø, Denmark or by e-mail to mll@kromannreumert.com for receipt no later than 25 April 2014, 9:00am. Admission card for attendance will be sent to the address indicated in the form.

[Notice of attendance](#)

Proxy

If you are prevented from attending the general meeting, you may appoint a proxy, e.g. the board of directors, to cast the votes carried by your shares. If you wish to appoint a proxy, please return the instrument of proxy form attached as [Appendix 2](#), duly signed and dated, to Kromann Reumert, Sundkrogsgade 5, 2100 Copenhagen Ø, Denmark or by e-mail to mll@kromannreumert.com for receipt no later than 25 April 2014, 9:00am. Admission card for the proxy's attendance will be sent to the address indicated in the form.

[Proxy](#)

Postal vote

You may also submit your votes by post before the date of the meeting. If you wish to vote by post, please fill in and return the postal vote form attached as [Appendix 3](#), duly signed and dated, to Kromann Reumert, Sundkrogsgade 5, 2100 Copenhagen Ø, Denmark or by e-mail to mll@kromannreumert.com for receipt no later than 27 April 2014 4.59pm.

[Postal vote](#)

Notice of attendance, instrument of proxy and postal vote forms may be downloaded from the Company's website: www.trigonagri.com.

Information to shareholders who hold their shares through Euroclear Sweden

The following information is to shareholders who hold their shares through Euroclear Sweden AB ("Euroclear Sweden").

In order to attend the annual general meeting and exercise your voting rights, you must register your voting rights in the register of shareholders kept by Euroclear Sweden (the "Register of Shareholders") and complete the proxy form in accordance with the instructions set out above.

Registration process for voting rights:

Direct-registered holders:

Shareholders who hold their shares on an account directly with Euroclear Sweden, a CSD-account (in Swedish: "*Vp-konto*") will automatically be included in the Register of Shareholders and do not have to perform any registration regarding voting rights.

Nominee-registered holders:

To be registered and entitled to vote at the annual general meeting, shareholders who hold shares via a nominee must act in accordance with the instructions set out below:

Nominee-registered shareholders must request the nominee to register their shares temporarily in their own name in the Register of Shareholders.

The registration of voting rights must be completed in due time before end of business (CET) 17 April 2014.

Share capital and voting rights

The Company's share capital is EUR 64,813,739.50, divided into shares of EUR 0.5, cf. Article 3.1 of the Company's Articles of Association. Pursuant to Article 8.1, each share of EUR 0.5 carries one (1) vote:

Number of shares: 129,627,479.

Number of votes: 129,627,479.

Agenda etc.

The agenda, with the full text of all proposals to be submitted to the general meeting, as well as the audited annual report will be available for inspection by the shareholders as of 4 April 2014 inclusive at the Company's website: www.trigonagri.com.

The complete, unabridged text of the documents to be submitted to the general meeting, as well as the agenda with the full text of all proposals to be submitted to the general meeting are available at the Company's website: www.trigonagri.com.

The following information will be made available at the Company's website: www.trigonagri.com as of 4 April 2014:

- 1) Notice convening the meeting;
- 2) The total number of shares and voting rights as at the date of the notice;
- 3) The documents to be submitted to the general meeting;
- 4) The agenda and the full text of the proposals; and
- 5) The forms to be used for voting by proxy and by post.

Right to inquire

At the general meeting, the management will answer questions from the shareholders on matters of relevance to the assessment of the annual report, the Company's position, and other questions to be addressed by the meeting.

Shareholders may ask questions in writing about the agenda and the documents to be used for the general meeting. Questions may be sent by post to Kromann Reumert, attn: Mikkel Stig Larsen, Sundkrogsgade 5, 2100 Copenhagen Ø, Denmark or by e-mail to mll@kromannreumert. Questions will be answered in writing or orally at the general meeting, unless prior to the meeting the answer is available via a questions/answers function on the Company's website: www.trigonagri.com.

Copenhagen, 4 April 2014

On behalf of the board of directors of Trigon Agri A/S

Joakim Johan Helenius

Chairman

Investor enquiries:

Mr. Ülo Adamson, President and CEO of Trigon Agri A/S, Tel: +372 66 79200, E-mail: mail@trigonagri.com

About Trigon Agri

Trigon Agri is a leading integrated soft commodities production, storage and trading company with operations in Ukraine, Russia and Estonia. Trigon Agri's shares are traded on the main market of NASDAQ OMX Stockholm. Trigon Agri is managed under a management agreement by Trigon Capital, a leading Central and Eastern European operational management firm with around USD 1 billion of assets under management.

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