# NOTICE TO ATTEND THE EXTRAORDINARY GENERAL MEETING IN AGROKULTURA AB (PUBL)

The shareholders in Agrokultura AB (publ), reg. no. 556710-3915, are hereby given notice to attend the extraordinary general meeting at 10.00 a.m. (CET) on Thursday 14 August 2014 at Advokatfirman Delphi's premises on Regeringsgatan 30-32 in Stockholm, Sweden. Registration for the meeting commences at 09.30 a.m. (CET).

## **NOTICE**

Shareholders wishing to participate at the meeting must be entered as owners in the shareholders' register, kept by Euroclear Sweden AB (the Swedish Central Securities Depository & Clearing Organisation), on the record day which is Friday 8 August 2014; and notify the company of their attendance and any assistant no later than 8 August 2014. Notification can be made via letter to Agrokultura AB, "Extra bolagsstämma", Artillerigatan 6, SE-114 51 Stockholm, Sweden or by e-mail to info@agrokultura.com.

Notification shall include full name, personal identification number or corporate registration number, address and daytime telephone number and, where appropriate, information about representative, proxy and assistants. The number of assistants may not be more than two. In order to facilitate entry to the meeting, notification should, where appropriate, be accompanied by powers of attorney, registration certificates and other documents of authority.

Personal data obtained from the share register kept by Euroclear Sweden AB, notices and attendance at the meeting and information on representatives, proxies and assistants will be used for registration, preparation of the voting list for the meeting and, where appropriate, the minutes of the meeting.

## **NOMINEE REGISTERED SHARES**

Shareholders who have their shares registered in the name of a nominee must request temporary entry in the transcription of the share register kept by Euroclear Sweden AB in order to be entitled to participate at the meeting. The shareholder must inform the nominee well in advance of 8 August 2014, at which time the register entry must have been made.

## **PROXY**

A shareholder represented by proxy shall issue a power of attorney which shall be dated and signed by the shareholder. If issued by a legal entity the power of attorney shall be accompanied by registration certificate or, if not applicable, equivalent documents of authority. Power of attorney forms for those shareholders wishing to participate by proxy are available on the company's website www.agrokultura.com. The original version of the power of attorney shall also be presented at the meeting.

#### PROPOSED AGENDA

- 1. Opening of the meeting
- 2. Election of chairman of the meeting
- 3. Preparation and approval of the voting list
- 4. Approval of the agenda
- 5. Election of one or two persons to attest the minutes
- 6. Determination whether the meeting has been duly convened
- 7. Resolution on authorisation for the board of directors to resolve on an issue of new shares and to be able to deviate from the shareholders' preferential rights
- 8. Resolution on authorisation for the board of directors to resolve on an issue of new shares
- 9. Closing of the meeting

#### THE NOMINATION COMMITTEE'S PROPOSED RESOLUTIONS

Principles for the appointment of a nomination committee were adopted at the annual general meeting 2013 with effect until otherwise resolved at a shareholders' meeting. Proposed changes have not been presented. The principles are to be found at the company's website.

The nomination committee, consisting of Simon Hallqvist (Vasastaden et al), chairman of the nomination committee, Peter Geijerman (Hunter Hall fonder), Katre Saard (Alpcot Capital Management), Peter Lundqvist (Tredje AP-fonden) and Mikael Nachemson (chairman of the board of directors) has presented the following proposed resolutions in which, however, Peter Geijerman and Katre Saard has not participated.

## Item 2. Election of chairman of the meeting

The nomination committee proposes Mr. Clas Romander to be elected as chairman of the meeting.

#### THE BOARD OF DIRECTORS' PROPOSED RESOLUTIONS

Item 7. Resolution on authorization for the board of directors to resolve on an issue of new shares and to be able to deviate from the shareholders' preferential rights

The board of directors proposes that the shareholders' meeting resolves to authorize the board of directors to, until the next annual general meeting, adopt resolutions concerning one or several new issues of a maximum of 20 991 342 shares, entailing an increase of the share capital of a maximum of SEK 104 956 710 and to be able to deviate from the shareholders' preferential rights. The board of directors may provide that payment shall be made either in cash, in kind or through set-off. As regards to the deviation from the shareholders' preferential rights, the authorization may be utilized in a situation where a directed issue is more favourable for the company due to timing, business or similar considerations. The issue price shall be not less than the share's market value and may in no

event be less than the quotient value. The board of directors notes that there is already an authorization for the board of directors to resolve an issue of new shares with deviation from the preferential rights of the shareholders' which have not yet been exercised. The board of directors, the managing director, or someone authorized by the board of directors, shall have the right to make minor adjustments to this resolution for registration purposes. In order to be valid, this resolution must be supported by not less than two-thirds of both the votes cast and the shares represented at the meeting.

## Item 8. Resolution on authorization for the board of directors to resolve on an issue of new shares

Conditional upon that the shareholders meeting does not resolve to authorize the board of directors to decide on the issue of new shares including deviation from the preferential rights of the shareholders in accordance with Section 7 above, the board of directors proposes that the shareholders' meeting resolves to authorize the board of directors to, until the next annual general meeting, adopt resolutions concerning one or several new issues of a maximum of 20 991 342 shares, entailing an increase of the share capital of a maximum of SEK 104 956 710. The board of directors may provide that payment shall be made either in cash or in kind. The issue price shall be not less than the share's market value and may in no event be less than the quotient value. The board of directors notes that there is already an authorization for the board of directors to resolve an issue of new shares with deviation from the preferential rights of the shareholders' which have not yet been exercised. The board of directors, the managing director, or someone authorized by the board of directors, shall have the right to make minor adjustments to this resolution for registration purposes. In order to be valid, this resolution must be supported by not less than half of both the votes cast and the shares represented at the meeting.

#### NUMBER OF SHARES AND VOTES IN THE COMPANY

The total number of shares in the company at the time of issuance of this notice is 139,008,658. The company does not hold any of its own shares.

## SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

Shareholders are reminded of their right pursuant to Chapter 7 Section 32 of the Swedish Companies Act to request information from the board of directors and the chief financial officer regarding circumstances which may effect the assessment of an item on the agenda.

## **DOCUMENTATION**

The complete proposal of the board of directors as set out above will be kept available at the company's office and will be sent free of charge to shareholders who so request and state their postal address. The proposal will also be made available on the company's website www.agrokultura.com and will be presented at the shareholders' meeting.

Stockholm in July 2014
The board of directors