

# Notice convening the annual general meeting of Trigon Agri A/S

The Board of Directors hereby gives notice of the annual general meeting of Trigon Agri A/S, CVR No. 29801843 (the "Company") to be held on

**Friday 29 April 2016, at 1pm (CET)**

at the law firm of Kromann Reumert, Sundkrogsgade 5, DK-2100 Copenhagen Ø with the following agenda:

- 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 2015 to 31 December 2015, showing a net loss for the Company of EUR 66,365 thousand (EUR 52,955 thousand on group level).

- 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 2016:

Chairman EUR 30,000.

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 for the Company of EUR 66,365 thousand (EUR 52,955 thousand on group level), recorded in the annual report is carried forward to the next financial year.

- 6. Appointment of members to the Board of Directors**

The following members of the Board of Directors resign: Raivo Vare and Ernst René Anselm Nyberg.

The Board of Directors recommends that Peter Gæmelke and David Mathew are re-elected to the Board of Directors for a term of 1 (one) year and that Johannes Bertorp and Jens Bruno are elected to the Board of Directors for a term of 1 (one) year.

Peter Gæmelke, David Mathew and Jens Bruno are considered independent pursuant to the Danish Recommendations on Corporate Governance.

**Peter Gæmelke** is an independent farmer since 1983 at Røj Farm, Chairman of Danske Spil, Lovenholm Fund, NatureEnergi BioGas A/S, Organisation NLP, board member of Kirkbi A/S, DLR Credit A/S, Tryghedsgruppen, HCP A/S, Nordea Liv & Pension A/S, Askov Højskole, Gl. Estrup Manor House Museum, member of the executive board and central committee of the liberal party of Denmark, Venstre. He was born in 1955 and holds a degree in Commerce and Accounting.

**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 MA in Modern History from Oriel College Oxford University.

**Johannes Bertorp** has been involved in the Company since February 2015 as a member of the Bond Holders' Committee and a Board Observer. He has entrepreneurial background in IT-sector with more than 15 years of experience in it. His former positions include being the Member of the Board in Mediafy AB, Zltius Service Delivery AB, Advoco Software AB, Sjøvillan Ekudden AB, Mouli Clothing AB, Garde Security AB and Easy Ad Venture BVBA. He was born in 1977 and holds BA in Business Studies from the University of Westminster.

**Jens Bruno** is a CEO and Partner in Across Invest AB with experience in advising and managing assets in CIS region. His former positions include working as a CEO and a Member of the Board in Interfox Resources AB (publ), Business controller/Investment Manager in Grain Alliance Ltd, Swedish government appointed Special Adviser to the Ministry of Finance of Ukraine / Attaché of Economic Affairs, Special Adviser to the Russian Ministry of Finance, Attaché of Economic Affairs. He was born in 1973 and holds MA in Business Administration with specialization on CEE and CIS markets from Uppsala University.

- 7. Appointment of auditor**

The Board of Directors recommends that PwC Statsautoriseret Revisionsanpartsselskab, Strandvejen 44, 2900 Hellerup is re-elected as auditor.

- 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 **Friday 22 April 2016** (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 VP Investor Services, Weidekampsgade 14, 2300 Copenhagen S, Denmark or by e-mail to **vpinvestor@vp.dk** for receipt no later than **Monday 25 April 2016, 11:59pm (CET)**. The admission card for attendance will be sent to the address indicated in the form.

#### **Representation by 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 VP Investor Services, Weidekampsgade 14, 2300 Copenhagen S, Denmark or by e-mail to **vpinvestor@vp.dk** for receipt no later than **Monday 25 April 2016, 11:59pm (CET)**. The admission card for the proxy's attendance will be sent to the address indicated in the form.

#### **Postal vote**

You may also submit your votes by mail before the date of the meeting. If you wish to vote by mail, please fill in and return the postal vote form attached as **Appendix 3**, duly signed and dated, to VP Investor Services, Weidekampsgade 14, 2300 Copenhagen S, Denmark or by e-mail to **vpinvestor@vp.dk** for receipt no later than **Thursday 28 April 2016 4.59pm (CET)**.

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) Friday 22 April 2016**.

#### **SHARE CAPITAL AND VOTING RIGHTS**

The Company's share capital amounts to EUR 1,296,274.79, divided into shares of EUR 0.01, cf. Article 3.1 of the Company's Articles of Association. Pursuant to Article 8.1, each share of EUR 0.01 carries one 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 7 April 2016 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 7 April 2016:

- 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.

#### **QUESTIONS FROM THE SHAREHOLDERS**

Shareholders may prior to the annual general meeting in writing submit questions concerning the agenda and the documents to be considered at the general meeting. Questions may be sent by email to [mail@trigonagri.com](mailto:mail@trigonagri.com) or by post to A/S Trigon Agri, attn Maria Popova, lawyer, Viru Väljak 2, Tallinn 10111, Estonia marked "AGM".

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](http://www.trigonagri.com).

#### **LANGUAGE**

The general meeting will be conducted in English in accordance with Article 9.4 of the Company's Articles of Association.

Copenhagen, 7 April 2016

On behalf of the Board of Directors of Trigon Agri A/S

Peter Gæmelke

Chairman