

AGROMINO A/S: NOTICE CONVENING THE ANNUAL GENERAL MEETING

The Board of Directors hereby gives notice of the annual general meeting of Agromino A/S, CVR No. 29 80 18 43 (the “**Company**”) to be held on

25 April 2019, at 12:00 am (CET)

At the office of the law firm **Poul Schmith at Vester Farimagsgade 23, 1606 Copenhagen V, Denmark** with the following agenda:

1 The board of directors’ report on the activities of the Company during the past financial year

The board of directors assumes that the report will be duly noted by the general meeting.

2 Adoption of the annual report

The board of directors recommends that the annual report is adopted.

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

The board of directors proposes that the general meeting approves the fee to the board of directors for the financial year 2019. The board of directors proposes that the board of directors receives an identical remuneration as in 2018.

Consequently, the board of directors proposes that board members receive annual gross amount of EUR 20,000 each and the Chairman will receive annual gross amount of EUR 30,000.

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 general meeting grants discharge of liability to the following members of the board of directors and the executive board: Mr. Petr Krogman, Mr. Richard Warburton, Mr. Gustav Wetterling, Mr. Jan Urban, Mr. Jiří Vyskočil, Mr. Petr Toman, Mr. Rastislav Pagáč.

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

The board of directors recommends that the result for the financial year 2018 as recorded in the annual report for 2018 is carried forward to the next financial year.

6 Election of members of the board of directors and any alternate members of the board of directors (provided the term comes to an end)

According to article 10.1 of the articles of association, all members of the board of directors elected by the general meeting are elected for a term of one year. The board of directors proposes the re-election of Petr Krogman, Jan Urban and Jiří Vyskočil as members of the board of directors.

For a description of the qualifications of the nominated candidates, see **Appendix 1** to the notice.

7 Appointment of auditor

In accordance with the audit committee’s recommendation, the board of directors proposes the re-election of Beierholm Statsautoriseret Revisionspartnerselskab.

The audit committee has not been influenced by third parties. The annual general meeting’s election of the company’s auditor is not restricted by an agreement between the company and a third party which limits the election to certain auditors or auditing firms.

8 Any proposals from the board of directors or shareholders.

a. Resolution to amend the articles of association as a result of warrants lapse

The board of directors proposes that amendments are made in the articles of association which would reflect that the Company warrants lapsed. Accordingly, the board of directors proposes to delete article 4.b and Appendix no. 1 as a result of their redundancy and to make necessary changes in the numeration of the articles. Proposed updated articles of association are attached as **Appendix 2**.

Appendix 2 (COMPARE)

b. Resolution to decrease the maximum number of members of the Board of Directors

It is the Board of Directors opinion that the Company, taken into account the size and nature of the Company’s business, only should have a small and very efficient Board of Directors. In a Danish public limited company, the Board of Directors must have at least three members.

The board of directors therefore proposes that the Board of Directors shall consist of 3 members elected by the general meeting instead of 3-6 members, and that article 10.1 of the articles of association is amended accordingly. Proposed updated articles of association are attached as **Appendix 2**.

Appendix 2 (COMPARE)

c. Resolution to change the venue of the general meeting

The board of directors proposes that the shareholders change the eligible venues of the Company's general meeting to the Greater Copenhagen area, the Greater Tallinn area, the Greater Stockholm area and the Greater Prague area and amend article 6.2 of the articles of association accordingly. Proposed updated articles of association are attached as **Appendix 2**.

Appendix 2 (COMPARE)

9 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 18 April 2019 (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 his or her 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 his or her 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 3**, 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 Wednesday, 17 April 2019, at 11:59pm (CET). The admission card for attendance will be made available on 25 April 2019 at the address where the Annual General Meeting will take place (law firm Poul Schmith at Vester Farimagsgade 23, 1606 Copenhagen V, Denmark).

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 4**, duly signed and dated, to VP Investor Services A/S, Weidekampsgade 14, 2300 Copenhagen S, Denmark or by e-mail to **vpinvestor@vp.dk** for receipt no later than Wednesday, 17 April 2019, at 11:59pm (CET). The admission card for the proxy's attendance will be made available on 25 April 2019 at the address where the Annual General Meeting will take place (law firm Poul Schmith at Vester Farimagsgade 23, 1606 Copenhagen V, Denmark).

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 5**, 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 Wednesday 24 April 2019, at 4:59pm (CET).

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

Information to shareholders who hold their shares through Euroclear Sweden through a nominee

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

In order to attend the annual general meeting and exercise your voting rights, you must register your voting rights temporarily in the register of shareholders (the "**Register of Shareholders**") and complete the notice of attendance form, the proxy form or the postal vote 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) on 18 April 2019.

Share capital and voting rights

The Company's share capital amounts to EUR 17,421,313, divided into shares of EUR 1.00, ref. article 3.1 of the Company's articles of association. Pursuant to article 8.1, each share of EUR 1.00 carries one vote:

Number of shares: 17,421,313

Number of votes: 17,421,313

Agenda etc.

This notice, including the agenda and the full text of the proposed resolutions, the proposed updated articles of association (post AGM), the notice of attendance form, the instrument of proxy form and the postal vote form will be sent by email on 29 March 2019 to the registered shareholders who have registered their email addresses with Agromino A/S in accordance with article 17.3 of the articles of association.

The following information will be made available at the Company's website, www.agromino.com as of 29 March 2019:

- Notice convening the meeting;
- The total number of shares and voting rights as at the date of the notice;
- The documents to be submitted to the general meeting, including the proposed updated articles of association (post AGM);
- The agenda and the full text of the proposals; and
- The forms to be used for giving notice of attendance and for voting by proxy and by post.

MAJORITY REQUIREMENTS

The following requirements for adoption of the proposed resolutions must be fulfilled in order for the proposed resolutions to be considered adopted:

- The proposed resolutions under items 2-7 can be adopted by a simple majority of votes.
- The proposed resolutions under items 8.a-8.c can be adopted by at least 2/3 of the votes cast as well as at least 2/3 of the share capital represented at the general meeting.

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 must be sent by email to mail@agromino.com, 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.agromino.com.

Language

The general meeting will be conducted in English in accordance with article 9.4 of the Company's articles of association.

Copenhagen, 29 March 2019

On behalf of the Board of Directors of Agromino A/S

Petr Krogman

Chairman

Investor enquiries:

Mr. Petr Krogman, Chairman of Board of Directors of Agromino A/S, E-mail: mail@agromino.com

About Agromino

Agromino is an integrated soft commodities production, storage and trading company with operations in Ukraine, Russia and Estonia. Agromino's shares are traded on the main market of Nasdaq Stockholm.

For subscription to Company announcements please contact us: mail@agromino.com

If you do not want to receive Agromino press releases automatically in the future please send an e-mail to the following address: unsubscribe@agromino.com.

This information is information that Agromino A/S is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, at 18:00 CET on 29 March 2019.