

AGROMINO A/S: NOTICE CONVENING AN EXTRAORDINARY GENERAL MEETING OF AGROMINO A/S

The board of directors (the "Board of Directors") of Agromino A/S, CVR No. 29 80 18 43, ("Agromino") hereby gives notice of an extraordinary general meeting of Agromino to be held on

2 September 2019, at 17:00 pm (CEST)

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

1 - Approval of the acquisition of Resilient a.s.

On 31 July 2019 Agromino entered into an agreement (the "Agreement") with the owner of Resilient a.s. ("Resilient"), who is also the major shareholder of Agromino, Mabon investiční fond s proměnným základním kapitálem a.s. ("Mabon"), to acquire 100 per cent of the shares in Resilient for a consideration of newly issued shares in Agromino equivalent to a value of approximately EUR 12.9 million (the "Transaction").

Resilient is engaged in the agricultural sector producing grains, oilseeds, pulses and milk on its farms in black-earth regions of western Ukraine. The Transaction will help Agromino to increase its landbank and cattle numbers and will complement its current business model and strategy. Additionally, the Transaction will improve its regional diversification within Ukraine and will partially mitigate the risks related to weather conditions as well as the geopolitical risks. The Transaction will enable to share / rotate the best managers and experts from both companies to improve Agromino group and may lead to economies of scale.

The Transaction is conditional upon, among other conditions, the approval by the general meeting of Agromino and the approval by the Board of Directors prior to the consummation of the Transaction.

The Board of Directors estimates that the total consideration for 100 per cent of the shares in Resilient will consist of approximately 7.4 million of newly issued Agromino shares subscribed for at a price of SEK 18.6 per new share. The estimated number of newly issued shares is calculated based on the preliminary acquisition value of Resilient of approximately EUR 12.9 million.

The Transaction and the main commercial terms are described in the press release issued by Agromino at 22:00 CEST on 31 July 2019. The press release is attached as **Appendix 1**.

Mabon is controlled by Mr. Petr Krogman, who is also the Chairman of Board of Directors. Following the Transaction, Mabon will control approximately 74.2 per cent of the outstanding shares and votes in Agromino.

The Board of Directors proposes that the shareholders approve the Transaction.

2 - Resolution to authorise the Board of Directors to increase the share capital

For purposes of financing the Transaction referred to under agenda item 1 or other business expansions (should the Transaction not be consummated), the Board of Directors proposes that the shareholders – in addition to the authorisations granted to the Board of Directors on the annual general meeting 2017 – authorize the Board of Directors to increase the share capital of Agromino – without pre-emptive rights for the existing shareholders – by way of cash contribution, non-cash contribution and/or by way of conversion of debt in one or more rounds in the period until 2 September 2024 with a maximum nominal amount of EUR 8,000,000 at fair market value which can be lower than the listed price for the existing shares on Nasdaq Stockholm. Partial payment of the share capital which is subscribed for in connection with the capital increase shall not be allowed. The new shares shall be ordinary shares. The new shares shall not be subject to any transfer restrictions. The new shares shall be negotiable instruments and shall be registered in the name of the holder. The new shares shall have the same rights as Agromino's existing shares. The remaining terms and conditions for the capital increase shall be determined by the Board of Directors in connection with the board's utilization of the authority.

In determining the fair market value, the Board of Directors can apply different principles, some of which are set out below. In any case, the fair market value is determined at the discretion of the Board of Directors. The guiding principle for determining the fair market value, is the average listed market price of the shares over a given relevant period, e.g. 30 days, 45 days, 3 months or 6 months. The Board of Directors have on 31 July 2019 preliminarily assessed that the fair market value corresponds to the last available closing (listed market) price as of 30 July 2019 of SEK 18.6 per share of nominally EUR 1. In certain circumstances, the Board of Directors may disregard the average listed market price of the shares, e.g. in the event of low liquidity or special trading circumstances such as one-day non-ordinary spikes in trading volume, etc. When disregarding the average listed market price of the shares, the Board of Directors can use the equity value of Agromino divided by the outstanding shares to determine the fair market value or they can apply another appropriate method.

In the authorisation to increase the share capital with EUR 8,000,000, a buffer has been included to account for fluctuation in the EUR/SEK exchange rate.

The Board of Directors proposes to insert the proposed authorization in a new article 4d of the articles of association. Proposed updated articles of association are attached as **Appendix 2**.

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 26 August 2019 (the *registration date*), see article 8.4 of Agromino'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 Agromino 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 Agromino, 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 Agromino.

A shareholder's notice of attendance must be given to Agromino 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 29 August 2019, at 11:59pm (CEST). 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 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 29 August 2019, at 11:59pm (CEST). 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 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 Friday 30 August 2019, at 4:59pm (CEST).

Notice of attendance forms, instrument of proxy and postal vote forms may be downloaded from Agromino'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 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 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 (CEST) on 26 August 2019.

Share capital and voting rights

Agromino's share capital amounts to EUR 17,421,313, divided into shares of EUR 1.00, ref. article 3.1 of Agromino'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 EGM), the notice of attendance form, the instrument of proxy form and the postal vote form will be sent by email on 9 August 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 Agromino's website, www.agromino.com as of 9 August 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 EGM);
- 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 resolution under items 1 can be adopted by a simple majority of votes.
- The proposed resolution under item 2 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 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 “EGM”.

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 Agromino's website, www.agromino.com.

Language

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

Copenhagen, 9 August 2019

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

Jan Urban

Vice-Chairman

Jiri Vyskocil

Member

Investor enquiries

Mr. Jan Urban, Vice-Chairman of Board of Directors of Agromino A/S and Jiri Vyskocil, member of the Board of Directors

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 Agromino 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.

The information was submitted for publication, through the agency of the contact person set out above, at 18:00 CEST on 9 August 2019.