

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" or "Company") hereby gives notice of an extraordinary general meeting of Agromino to be held on

18 September 2020, at 13:00 pm (CEST)

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

1 - Resolution to continue with the planned delisting of the Company and amend article 4.1 of the articles of association accordingly

On 15 July 2020 Agromino published a press release about a planned delisting of the Company's shares from Nasdaq Stockholm without "downlisting" the shares to another trading platform. As announced in the press release, the Board of Directors intends to apply for a delisting of the Company's shares no earlier than three months following the date of the press release. Thus, the Board of Directors proposes that the general meeting approves the Board of Directors intention to file for the planned delisting and amend the articles of association accordingly.

It is the Board of Directors opinion that considering the overall market conditions, developments on the main market on which the Company operates (i.e. Ukraine), applicable liquidity requirements as well as costs involved in maintenance of listing, the operational model of the Company as a non-listed company may be more suitable for facing significant challenges which lie ahead of the Company. The reasons for the delisting of Company shares are described in further detail in the press release of 15 July 2020.

The press release of 15 July 2020 is attached as **Appendix 1**. Proposed updated articles of association are attached as **Appendix 2**.

2 - Resolution to cancel the authorisation to the Board of Directors to increase the share capital

Considering the characteristics of the authorisation stipulated in article 4d of the articles of association as well as the fact that a large part of the contribution set out in the authorisation has already been performed, the board of directors proposes that the authorisation granted to the board of directors is cancelled and article 4 of the articles of associations is amended accordingly. 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 11 September 2020 (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 Securities, Weidekampsgade 14, 2300 Copenhagen S, Denmark or by e-mail to **vpinvestor@vp.dk** for receipt no later than Monday, 14 September 2020, at 11:59pm (CEST). The admission card for attendance will be made available on 18 September 2020 at the address where the 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 Securities A/S, Weidekampsgade 14, 2300 Copenhagen S, Denmark or by e-mail to **vpinvestor@vp.dk** for receipt no later than Monday, 14 September 2020, at 11:59pm (CEST). The admission card for the proxy's attendance will be made available on 18 September 2020 at the address where the 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 Securities, Weidekampsgade 14, 2300 Copenhagen S, Denmark or by e-mail to **vpinvestor@vp.dk** for receipt no later than Thursday 17 September 2020, at 4:59pm (CEST).

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 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 11 September 2020.

Share capital and voting rights

The Company's share capital amounts to EUR 24,895,123 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: 24,895,123

Number of votes: 24,895,123

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 24 August 2020 to the registered shareholders who have registered their email addresses with Agromino A/S in accordance with article 16.3 of the

articles of association.

The following information will be made available at the Company's website, www.agromino.com as of 24 August 2020:

- 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 resolutions under items 1-2 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 extraordinary 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 the Company's articles of association.

Copenhagen, 25 August 2020

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.

The information was submitted for publication, through the agency of the contact person set out above, at 17:00 CET on 25 August 2020.