



Black Earth Farming Ltd., Annual General Meeting 2017

St Helier, Jersey, 2017-08-11 12.00 CEST (GLOBE NEWSWIRE) --

The 2017 Annual General Meeting (the "Meeting") of Black Earth Farming Ltd (the "Company") was held on 11 August 2017 at 10 a.m. CEST at Roschier Advokatbyrå, Brunkebergstorg 2 in Stockholm, Sweden.

Approval of the Income Statement and the Balance Sheet

The Meeting approved the profit and loss account and the balance sheet for the Company, as well as the consolidated profit and loss account and the consolidated balance sheet for the financial period 2016.

Appropriation of the Company's result

The Meeting resolved, in accordance with the proposal of the Board of Directors, that no dividend shall be paid for the financial period 2016.

Election of Directors and Auditors

In accordance with the proposal from the Nomination Committee the Meeting resolved that the Board shall consist of three Directors without deputies. The Meeting re-elected the Board members Franco Danesi and Per Åhlgren (Chairman), and elected the Company's Chief Executive Officer Richard Warburton as a new Board member. The Meeting resolved that no Board remuneration shall be paid.

It was resolved to re-elect PricewaterhouseCoopers AB as auditor of the Company and that remuneration shall be paid upon approval of their invoice.

Nomination Committee

In view of the Company's contemplated voluntary liquidation, the Meeting resolved that no Nomination Committee shall be established for the purposes of an Annual General Meeting 2018.

Remuneration principles for the senior management

The Meeting approved the Board of Directors' proposal regarding guidelines for salary and other remuneration for the Managing Director and other members of the senior management. It was resolved that the remuneration to the Managing Director and other members of the senior management may consist of fixed salary, variable remuneration and other benefits. The total remuneration shall correspond to the prevailing market conditions and be competitive, however, the Company's position and the proposed mandatory share redemption and contemplated voluntary dissolution shall be taken into account. The fixed and variable

remuneration shall correspond to the respective individual's responsibility and authority. Notice period for termination of employment shall not exceed eight months.

Share split and mandatory redemption program

The Meeting resolved to approve the Board of Directors' proposal regarding the execution of a share split, whereby each outstanding share of USD 0.01 each in the Company is divided into two (2) shares of USD 0.005 each, with one (1) of those shares being redeemable and the other non-redeemable. In connection therewith, holders of Swedish Depository Receipts representing shares in the Company will receive one (1) so called redemption Depository Receipt ("RDR") for each Swedish Depository Receipt held. One (1) RDR represents one (1) redeemable share. The redeemable shares shall then be redeemed by the Company. To effect the foregoing the following special resolutions were resolved:

Each of the authorised 500,000,000 shares of USD 0.01 each in the capital of the Company (including all of those shares which have been issued) is hereby divided into two (2) shares of USD 0.005 each with one (1) of those shares being redeemable and the other non-redeemable and that paragraph 6 of the Company's memorandum of association be deleted in its entirety and replaced with the following: "The share capital of the Company is USD 5,000,000 divided into 500,000,000 shares of USD 0.005 each and 500,000,000 redeemable shares of USD 0.005 each"; and

Subject to the Directors of the Company being able to comply with the provisions of the Companies (Jersey) Law 1991, all of the issued and outstanding redeemable shares of USD 0.005 each in the capital of the Company shall be redeemed on or about 6 September 2017 on a day to be determined by the Directors of the Company.

The total amount in SEK to be paid through the mandatory redemption program has been determined and was announced yesterday through a press release. The total redemption amount sums up to SEK 1,501,438,967, corresponding to an amount of SEK 6.76 per redeemable share.

The last day for trading in the Swedish Depository Receipts including the right to receive RDRs is 11 August 2017 and the record day for the split and the right to receive RDRs is 15 August 2017.

No action is required from holders of Swedish Depository Receipts in order to receive RDRs. Trading in the RDRs will take place on Nasdaq Stockholm from 16 August 2017 up to and including 30 August 2017. Redemption of the RDRs and payment of the redemption amount is expected to be made to holders of RDRs on or around 6 September 2017 via Euroclear Sweden AB and the record day for the redemption is 1 September 2017.

Following completion of the mandatory redemption program and the contemplated voluntary liquidation, any remaining funds in the Company (i.e. after liquidation costs and discharge of the Company's liabilities) will be distributed to the holders of the Swedish Depository Receipts. The Company will revert with further information and timing as to the contemplated voluntary liquidation of the Company following the completion of the redemption distribution. The time plan will partly be determined by the US litigation proceedings mentioned in the notice.

Delisting

In view of the share split and mandatory redemption program, and in order to enable the Board and management to focus on administration of the execution of the mandatory redemption program and the Company's contemplated dissolution, the Annual General Meeting resolved to instruct the Board to apply to Nasdaq Stockholm for delisting of the Company's Swedish Depository Receipts as soon as possible.

For additional information, please contact:

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This information is information that Black Earth Farming Ltd is obliged to make public pursuant to the EU Market Abuse Regulation. This information was submitted for publication, through the agency of the CEO set out above, at 12.00 CEST on 11 August 2017.

About the Company:

Black Earth Farming Ltd. (Jersey) is a farming company that until recently operated in Russia. Its shares are listed as depository receipts on Nasdaq Stockholm. The Company has recently sold its agricultural land assets and the Company has resolved to distribute the proceeds from the sale and remaining funds to its shareholders. The Board thereafter intends to propose liquidation of the Company.

Corporate website: www.blackearthfarming.com

For subscription to Company Announcements, please contact us at:
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