

**INNKALLING TIL EKSTRAORDINÆR
GENERALFORSAMLING I
AGRINOS AS**

Styret innkaller herved aksjonærene i selskapet til ekstraordinær generalforsamling den

5. oktober 2016 klokken 13:00

Møtet vil avholdes i lokalene til DLA Piper Norway DA, Bryggegata 6, 0250 Oslo, 0250 Oslo (6. etasje).

Til behandling foreligger følgende saker:

- 1. Åpning av møtet ved styrets leder eller den han bemyndiger til å åpne møtet og registrering av fremmøtte aksjonærer**
- 2. Valg av møteleder og person til å medundertegne protokollen sammen med møteleder**
- 3. Godkjenning av innkalling og dagsorden**
- 4. Strykning av selskapets aksjer fra notering på NOTC-listen**

Styret foreslår at generalforsamlingen fatter følgende vedtak:

"Generalforsamlingen godkjenner at selskapet søker NOTC AS om å stryke selskapets aksjer fra notering på NOTC-listen."

En redegjørelse for den strategiske begrunnelsen for forslaget er inntatt i vedlegg 1.

* * *

Det henstilles om at deltakelse på generalforsamlingen meldes til selskapet ved innsending av vedlagte påmeldingsblankett senest 4. oktober 2016 kl. 16:00.

En aksjonær har rett til å møte med fullmektig. Fullmektigen må i så fall fremlegge skriftlig og datert fullmakt. Fullmakt kan gis til selskapets styreformann eller en annen person evt. ved bruk av fullmaktsskjema som vedlagt innkallingen.

**NOTICE OF AN EXTRAORDINARY
GENERAL MEETING
IN
AGRINOS AS**

The Board of Directors hereby gives notice of an extraordinary general meeting of the company to be held on

5 October 2016 at 13:00 hours

The meeting will be held at the offices of DLA Piper Norway DA, Bryggegata 6, 0250 Oslo (6th floor).

The following matters will be dealt with:

- 1. Opening of the meeting by the chairperson of the Board or the person appointed by the chairperson to open the meeting and registration of attending shareholders**
- 2. Election of person to chair the meeting and person to co-sign the minutes together with the chairperson**
- 3. Approval of the notice to the meeting and the agenda**
- 4. Deregistration of the company's shares from listing on the NOTC list**

The Board proposes that the general meeting adopts the following resolution:

"The general meeting approves that the company applies to NOTC AS to have its shares deregistered from listing on the NOTC list."

An explanation for the strategic rationale behind the proposal is included in appendix 1.

* * *

It is requested that shareholders intending to participate in the general meeting should notify the company thereof by submitting the attached Registration Form no later than 4 October 2016 at 16:00 hours.

A shareholder has the right to be represented by a proxy. The proxy must present a written and dated power of attorney. A proxy can be given to the Chairperson of the Board of Directors of the company or another person by using the proxy form attached to this notice.

The above is an unofficial office translation into English of the Norwegian original minutes on the left side of the page. The translation is made for information purposes only and the Norwegian version prevails.

27. september 2016

Jean-Baptiste Oldenhove (sign.)
Styrets leder / Chairperson



September 27, 2015

Dear Agrinos AS Shareholder,

Over the past 24 months Agrinos has focused on four core pillars of a long-term strategy to build value for the company and shareholders. These pillars are: (i) Organization & Team, (ii) Crops & Countries, (iii) Customers & Growers, and (iv) Technology & Innovation. While at times it has been a challenging journey, today I am extremely excited about the progress we have made – and are making – as we continue to advance toward sustained growth and profitability.

To be fully successful in achieving our vision and potential, the management team (the “Management”) and Board of Directors (the “Board”) understand that we must continue to drive innovation and cost-effective growth over the coming years. We have been extremely fortunate to have the strong support of our shareholders as we deliver on our long-term strategy. Having established a solid foundation in support of the aforementioned core pillars, we are now preparing for the next phase of Agrinos’ growth and development.

I am writing to inform you that Agrinos AS will be holding an Extraordinary General Meeting (“EGM”) on October 5, 2016, to vote on a proposal to deregister Agrinos from being listed on the Norwegian Over the Counter market (the “NOTC”). Management and the Board believe this step will provide several important benefits to our commercial operations and our efforts to further create shareholder value. These benefits include (i) a more flexible position when discussing and entering into value enhancing business transactions with potential partners and strategic customers (ii) more time for management to focus on building for success in our next phase of growth as we move toward profitability, and (iii) securing confidentiality at important phases with respect to strategic matters.

Furthermore, given the shareholder structure and limited liquidity in the share, there are reasons to suspect the share price quoted on the NOTC does not reflect the value of the Company, and this may have detrimental effects on the development of Agrinos.

I assure you that Agrinos remains committed to maintaining a strong relationship with all shareholders, and with the broader investor marketplace, by offering timely and insightful communication on our successes, our challenges, and our results. As such, regular communications will include News Updates on meaningful company achievements, a Mid-Year Status Report, and an Annual Report, all of which will be posted on the Agrinos website.

In the event of a deregistration, there will be a notice period of approximately thirty (30) days after shareholder approval at the EGM during which the shares will remain tradable over the NOTC. After the proposed deregistration, shareholders will still be able to sell or acquire Agrinos shares as they will remain freely tradable.

I greatly appreciate your continued support of Agrinos in the next phase of our growth strategy, and for your interest and consideration in this matter to be brought before the EGM on October 5, 2016.

Sincerely,

A blue ink signature of D. Ry Wagner, written in a cursive style.

D. Ry Wagner
CEO

PÅMELDINGSSKJEMA

Undertegnede vil møte i den ekstraordinære generalforsamlingen i Agrinos AS den 5. oktober 2016 kl. 13:00 og (sett kryss):

- Avgi stemme for mine / våre aksjer
- Avgi stemme for aksjer i følge vedlagte fullmakt(er)

Påmeldingen må være Agrinos AS i hende senest 4. oktober 2016 kl. 16.00, og skal returneres til:

Agrinos AS
c/o Aker Brygge Business Village
Grundingen 6
0250 Oslo
Norge
E-post: camilla.nilsson@agrinos.com

Aksjonærens navn: _____

Sted / dato: _____

Signatur: _____

REGISTRATION FORM

The undersigned will attend the extraordinary General Meeting in Agrinos AS on 5 October 2016 at 13:00 hours and (check-off):

- Vote for my / our shares
- Vote for the shares specified in the attached proxy(ies)

The registration form must reach Agrinos AS no later than 4 October 2016 at 16:00 hours, and shall be returned to:

Agrinos AS
c/o Aker Brygge Business Village
Grundingen 6
0250 Oslo
E-mail: camilla.nilsson@agrinos.com

Shareholder's name: _____

Place / date: _____

Signature: _____

FULLMAKT

Undertegnede aksjonær i Agrinos AS gir herved (sett kryss):

- Styrets leder eller den han bemyndiger
- _____ (navn på fullmektig)

fullmakt til å møte og avgi stemme for mine / våre aksjer på ekstraordinær generalforsamling i Agrinos AS den 5. oktober 2016 kl. 13:00.

Dersom det er sendt inn fullmakt uten å navngi fullmektigen, anses fullmakten for å være gitt til styrets leder eller den han bemyndiger.

Stemmegivningen skal skje i henhold til instruksjonene nedenfor. Dersom det ikke er krysset av i rubrikkene nedenfor, anses dette som en instruks til å stemme "for" forslagene i henhold til styrets forslag, likevel slik at fullmektigen avgjør stemmegivningen i den grad det blir fremmet forslag i tillegg til eller til erstatning for styrets forslag.

Sak	For	Mot	Avstår	Fullmektigen avgjør
2. Valg av møteleder og en person til å medundertegne protokollen sammen med møteleder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Godkjenning av innkalling og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Strykning av selskapets aksjer fra notering på NOTC-listen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Fullmakten returneres til Agrinos AS, c/o Aker Brygge Business Village, Grundingen 6, 0250 Oslo, Norge innen 4. oktober 2016 kl. 16.00. Fullmakten kan også returneres per e-post til camilla.nilsson@agrinos.com. Fullmakten kan også medbringes til generalforsamlingen. Identifikasjonspapirer for fullmektigen og aksjonæren må vedlegges fullmakten. Dersom aksjonæren er en juridisk person må det også vedlegges firmaattest.

Aksjonærens navn: _____

Sted / dato: _____

Signatur: _____

PROXY FORM

The undersigned shareholder of Agrinos AS hereby grants (check-off):

- The chairperson of the Board of Directors or the person he appoints
- _____ (name of proxy holder)

proxy to meet and vote for my / our shares at the extraordinary General Meeting of Agrinos AS to be held on 5 October 2016 at 13:00 hours.

If the proxy form is submitted without stating the name of the proxy holder, the proxy will be deemed to have been given to the chairperson of the Board of Directors or the person he appoints.

The votes shall be cast in accordance with the instructions below. If the alternatives below are not checked off, this will be deemed to be an instruction to vote "in favour" of the proposals suggested by the Board of Directors, provided, however, that the proxy holder determines the voting to the extent proposals are put forward in addition to, or instead of, the proposals from the Board of Directors.

Matter	For	Against	Abstention	Proxy holder's discretion
2. Election of person to chair the meeting and a person to co-sign the minutes together with the chairperson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of notice to the meeting and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Deregistration of the company's shares from listing on the NOTC list	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy form must be returned to Agrinos AS, c/o Aker Brygge Business Village, Grundingen 6, 0250 Oslo, Norway within 4 October 2016 at 16:00 hours. The proxy may also be returned by e-mail to camilla.nilsson@agrinos.com. The completed form may also be brought to the General Meeting. Identification documents for the attorney and the beneficial holder of the shares must be enclosed to the proxy form, as well as a Certificate of Registration in the event the beneficial holder is a legal person.

Shareholder's name: _____

Place / date: _____

Signature: _____