

Press release  
St Helier, Jersey  
May 3, 2011

## **Black Earth Farming Ltd Notice of Annual General Meeting 25 May 2011**

Notice is hereby given to the holders of Swedish Depository Receipts in respect of shares in Black Earth Farming Ltd (the "Company") that the Annual General Meeting of shareholders will be held on Wednesday 25 May 2011 at 9:00 am at Näringslivets Hus (Conference room Wallenbergaren), Storgatan 19 in Stockholm, Sweden.

### **Notice to attend etc.**

Holders of Swedish Depository Receipts wishing to attend the Annual General Meeting shall:

- (1) be listed in the register of holders of depository receipts kept by Euroclear Sweden AB on Thursday 19 May 2011; and
- (2) notify the Company of the intention to attend the General Meeting not later than 1:00 pm on 19 May 2011 by e-mail to [agm@blackearthfarming.com](mailto:agm@blackearthfarming.com), by mail at the address Annual General Meeting, Black Earth Farming Ltd, c/o Computershare, Box 610, 182 16 Danderyd, Sweden, by telephone +46 (0)771 24 64 00 or by fax +46 (0)8 588 04 201. The holder of the Swedish Depository Receipts shall state his name, personal or company identification number, address as well as telephone number. If a holder of Swedish Depository Receipts intends to be represented by proxy, the name of the proxy holder shall be stated. For holders of Swedish Depository Receipts who will be represented by a proxy at the Meeting, a proxy form will be made available at the Company's website on [www.blackearthfarming.com](http://www.blackearthfarming.com).

Holders of Swedish Depository Receipts which hold their receipts through nominees (Sw. *förvaltare*) must request a **temporary registration of the voting rights** in order to be able to participate at the General Meeting. Holders of Swedish Depository Receipts that want to obtain such registration must contact the nominee regarding this well in advance of Thursday 19 May 2011.

Voting forms (Sw. *röstkort*) will be distributed to the holders that have complied with the above requirements and the **voting form** must be brought to the Annual General Meeting.

### **Proposed agenda**

1. Election of Chairman for the Meeting.
2. Preparation and approval of voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and sign the minutes.
5. Resolution that the Meeting has been duly convened.
6. Presentation by the Managing Director.
7. Presentation of the annual report and the auditor's report as well as the consolidated annual report and the consolidated auditor's report.
8. Resolution in respect of

- (a) the adoption of the profit and loss account and the balance sheet as well as the consolidated profit and loss account and the consolidated balance sheet; and
  - (b) the appropriation of the Company's results according to the adopted balance sheet.
9. Determination of the number of Directors and auditors.
  10. Determination of remuneration to the Directors and the auditors.
  11. Election of Directors and auditors.
  12. Resolution to appoint the Nomination Committee.
  13. Resolution regarding remuneration principles for the senior management.
  14. Closing of the Meeting.

#### **Chairman for the Meeting (item 1)**

The Nomination Committee proposes that Per Nyberg is elected as Chairman for the Meeting.

#### **The appropriation of the Company's results (item 8b)**

The Board of Directors proposes that no dividend shall be paid for the financial period 2010.

#### **Election of Directors and auditors etc. (items 9-11)**

The Nomination Committee proposes that the Board shall consist of seven Directors. The Nomination Committee proposes, for the period until the end of the next Annual General Meeting, the re-election of Per Brilioth, Alex Gersh, Sture Gustavsson, Henrik Persson, Poul Schrøder, Magnus Unger and Richard Warburton. Further, it is proposed that the Meeting shall appoint Per Brilioth as Chairman of the Board.

Based on the above proposed composition of the Board, the Nomination Committee proposes a total Board remuneration (including remuneration for the work within the committees of the Board of Directors) of EUR 240,000, allocated as follows: each Director who is not employed by the Company shall receive EUR 30,000, other than the Chairman of the Operations Committee and the Audit Committee, who shall each receive EUR 60,000.

Finally, the Nomination Committee proposes that Deloitte is elected as auditor of the Company until the end of the next Annual General Meeting and remunerated upon approval of their invoice.

#### **Nomination Committee (item 12)**

For the purposes of the Annual General Meeting in 2012, the Board of Directors proposes that a Nomination Committee shall be established consisting of representatives from the three largest shareholders in the Company. The ownership shall be based on the shareholding statistics from the Swedish central securities depository Euroclear Sweden AB as per the last business day in August 2011. The members of the Nomination Committee shall be announced as soon as they have been appointed, which shall take place no later than six months prior to the Annual General Meeting in 2012. In case of a material change in ownership prior to completion of the work to be performed by the Nomination Committee, it shall be possible to change the composition of the Nomination Committee. The Nomination Committee's mandate period extends up to the appointment of a new Nomination Committee. The Nomination Committee shall appoint a Chairman among themselves. If the representatives cannot agree upon appointment of Chairman, the representative representing the shareholder with the largest number of votes shall be appointed as Chairman. The Nomination

Committee shall prepare proposals for the following resolutions at the Annual General Meeting in 2012: (i) election of the Chairman for the Meeting, (ii) election of Directors, (iii) election of the Chairman of the Board of Directors, (iv) remuneration to the Directors, (v) election of the Company's auditors and (vi) compensation to the Company's auditors, and (vii) proposal for how to conduct the nomination process for the Annual General Meeting in 2013.

### **Remuneration principles for the senior management (item 13)**

The Board of Directors proposes that the General Meeting resolves to approve the following management remuneration principles etc. The remuneration to the Managing Director and other members of the senior management shall consist of fixed salary, variable remuneration and other benefits. The total remuneration shall correspond to the prevailing market conditions and be competitive. The fixed and variable remuneration shall correspond to the respective individual's responsibility and authority. There is, in general, a mutual two months' period of notice of termination of employment between the senior executives and the Company during which period the senior executives shall remain in their position and thereafter the senior executives are entitled to receive monthly salary during two additional months. However, the Company can agree with a senior executive that he or she should immediately leave his or her position with a compensation corresponding to three months salary.

### **Miscellaneous**

The annual accounts and the auditors' report are available at the Company's office at 8 Church Street, St Helier, Jersey JE4 0SG Channel Islands and at its website [www.blackearthfarming.com](http://www.blackearthfarming.com).

3 May 2011

E. ÖHMAN J:OR FONDKOMMISSION AB

BOARD OF DIRECTORS OF  
BLACK EARTH FARMING LTD

### **For additional information, please contact:**

Erik Lystedt, IR Director, Black Earth Farming Ltd., tel: +44 207 117 81 00

### **Notes to Editor:**

Black Earth Farming Ltd. is a leading farming company, publicly listed on Nasdaq OMX Stockholm and operating in Russia. It acquires, develops and farms agricultural land assets primarily in the fertile Black Earth region in southwest Russia. Black Earth Farming has gained a strong market position in the Kursk, Tambov, Lipetsk and Voronezh areas, controlling some 328,000 hectares of what perhaps is the world's most fertile soil.

In 2010 Black Earth Farming harvested over 180,000 hectares, effectively making it one of the world's largest farming companies by cropped area. The Company's main crops are wheat, barley, sunflower and rape seeds constituting over 90% of total production volumes.

Corporate website: [www.blackearthfarming.com](http://www.blackearthfarming.com)