

# Articles of association

## **AGRINOS AS**

(as last amended on 16 September 2012)

### Article 1

The Company's name shall be Agrinos AS.

### Article 2

The Company's registered office shall be in the municipality of Bærum.

### Article 3

The Company's operations are the production and sale of organic fertiliser, growth-stimulating and soil-care products and any other products that are naturally connected with this, including the participation in other companies with similar operations, the acquisition and sale of shares, or otherwise taking an interest in other undertakings.

### Article 4

The Company's share capital is NOK 372 748.33, divided into 37 274 833 shares, each of NOK 0.01. The Company's shares are freely transferable. The rules on pre-emptive rights and the requirement concerning the consent of the Board of Directors do not apply. The Company's shares shall be registered in the Norwegian Central Securities Depository.

### Article 5

Two Board members jointly have authority to sign for the Company or one Board member and the General Manager jointly.

### Article 6

The Company's Board shall have from 2 to 6 members.

### Article 7

Notice of ordinary and extraordinary shareholders' meetings shall be made with one week's written notice, which shall include the agenda for the meeting, to the shareholders.

Documents relating to items to be considered at the general meeting, including documents that according to law shall be included in the summons or attached to the summons, are not required to be sent to the shareholders if the documents are available at the Company's website. A shareholder may request that such documents are sent to him/her.

The ordinary shareholders' meeting is conducted annually by the end of June.

#### Article 8

The following business shall be transacted and decided at the ordinary General Meeting:

1. Adoption of the directors' report and the annual accounts, including the distribution of dividends.
2. The election of the board of directors and the auditor as well as the business manager, if the general meeting wishes to have a business manager. The Board of Directors shall itself elect its chairperson.
3. Amendments to these Articles of Association.
4. Any other business that lies to the general meeting.