

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to any aspect of the proposals referred to in the document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents (except for any personalised forms), to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass them to the person who now holds the shares.

The availability of the 2019 Buyback to Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdiction in which they are located. Persons who are not resident in the United Kingdom should read the paragraph headed "Overseas Security Holders" set out in Part V of the Delisting Circular (as defined below) and should inform themselves about, and observe, any applicable legal or regulatory requirements.

**NORD GOLD SE**

(the **Company**)

*(incorporated under Council Regulation (EC) No. 2157/2001 and registered in England and Wales with registered number SE000102)*

**Registered office:** 5th Floor, 6 St Andrew Street, London, EC4A 3AE

24 May 2019

**Notice of Annual General Meeting**

**Notice of Final Buyback under the Tender Offer as announced on 9 February 2017**

Dear Shareholder,

***2019 Annual General Meeting***

I am writing to give you details of our 2019 annual general meeting (**Annual General Meeting**) to be held at **11.00 a.m. on Thursday 27 June 2019** at the offices of Celtic Resources Holdings Limited, Fetcham Park House, Lower Road, Fetcham, Leatherhead, Surrey, KT22 9HD. The formal notice of the Annual General Meeting is set out on pages 6 to 8 of this document and an explanation of certain of the business to be considered and voted on at the Annual General Meeting is set out on pages 9 to 10.

We hope you will be able to join us for the meeting. However, if you are unable to do so, your vote remains important to us and we encourage you to fill in the proxy form and return it to our registrars, Computershare, or, if you are a CREST member, appoint your proxy through the CREST proxy appointment service, in each case as detailed in the notes on pages 11 and 12. Please note that the deadline for the receipt by Computershare of all proxy appointments is **11 a.m. on 25 June 2019**.

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders (**Shareholders**) as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

***2019 Buyback***

In March 2017 the Company cancelled the admission of global depository receipts representing its ordinary shares (**Ordinary Shares**) from the Official List and from trading on the London Stock Exchange. Soon after this, it terminated its global depository receipt programme. Recognising that not all investors were able or willing to continue to own Ordinary Shares in the Company following the de-listing, the Company announced a tender offer to purchase up to 34,329,453 Ordinary Shares (the **Tender Offer**), representing all the Ordinary Shares (including those held as global depository receipts) not owned at the time by Ocean Management Limited, the Majority Shareholder of the Company.

Keen to ensure that Shareholders who wished to realise their holdings were able to do so, a structure was proposed that enabled Shareholders to choose either to retain a shareholding after the de-listing or to realise their investment in the Company by exiting their holdings around the time of the de-listing or on four separate occasions in the two year period following the de-listing, with the timing of the subsequent buybacks to coincide with the publication of the Company's half year results for the financial periods ending 30 June 2017 and 30 June 2018 and the Company's full year results for the financial periods ending 31 December 2017 and 31 December 2018.

The Company undertook a tender offer at the time of the de-listing, a tender offer in 2017 following the announcement of its half year results for 2017, a tender offer in 2018 following the announcement of the Company's full year results for the financial period ending 31 December 2017 and a further tender offer in 2018 following the announcement of the Company's half year results for 2018. At the date of this circular, the Tender Offer remains valid in respect of 217,450 Ordinary Shares, with 34,112,003 Ordinary Shares having been acquired to date by the Company pursuant to the Tender Offer. The 2019 Buyback will be the final Buyback under the Tender Offer, as announced on 9 February 2017, and therefore represents the final opportunity for Shareholders to realise their investment in the Company pursuant to the Tender Offer by exiting their holdings in accordance with the terms thereof. The 2019 Buyback will complete the Tender Offer.

Coinciding with the publication of the Company's full year results for the financial period ending 31 December 2018, the Company is, therefore, today announcing its fourth subsequent and final buyback (the **2019 Buyback**). The background to and the detailed terms and conditions of the 2019 Buyback are set out in the shareholder circular dated 9 February 2017 announcing the de-listing and the Tender Offer (the **Delisting Circular**). A copy of the Delisting Circular can be found on the Company's website at [www.nordgold.com](http://www.nordgold.com). The 2019 Buyback commences on 24 May 2019 and will end no later than 11 June 2019. This will complete the Tender Offer, as announced on 9 February 2017.

The offer price for the Ordinary Shares (the **Tender Offer Price**) is set at US\$3.45 per Ordinary Share tendered, representing the five day VWAP for the GDRs for the five trading days immediately preceding the announcement by the Company of the Tender Offer in February 2017.

**The 2019 Buyback is being made on the basis of and subject to the terms and conditions set out in this letter and the Delisting Circular, including the detailed terms and conditions set out in Part V of the Delisting Circular. The Delisting Circular also contains details on the procedure that should be followed by those Shareholders who wish to participate in the 2019 Buyback. The Delisting Circular should, therefore, be read in conjunction with this letter.**

Unless otherwise defined in this letter, words or expressions defined in the Delisting Circular shall have the same meaning in this letter.

Any purchase by the Company of Ordinary Shares will be an off-market purchase of Ordinary Shares under the Companies Act 2006. As such, it requires prior Shareholder approval of a contract between the Company and any Shareholder electing to tender shares in the 2019 Buyback. The purchase contract must reference, or have annexed to it, the name of each Shareholder from whom Ordinary Shares are to be acquired and must be put on display at least 15 days prior to and at the shareholder meeting called to approve the purchase contract.

In order to satisfy these legal requirements, the period during which Shareholders may elect to tender Ordinary Shares in the 2019 Buyback is from the date of this letter until 1.00 p.m. on 11 June 2019 (the **Tender Offer Period**). Following the closing of the Tender Offer Period, a copy of the purchase contract (the **Shareholder Purchase Contract**), with the names of all electing shareholders annexed to it, will be available for inspection during normal business hours at the Company's registered office, 5th Floor, 6 St Andrew Street, London, EC4A 3AE until the time of the Annual General Meeting. It will also be available at the Annual General Meeting itself. It is the contract which will be tabled for approval by the Company at the Annual General Meeting.

The purchases of Ordinary Shares are conditional upon the passing of Resolution 1, set out in the Notice of the Annual General Meeting, at the Annual General Meeting and the Company intends to purchase Ordinary Shares so tendered shortly following, and subject to, the passing of Resolution 1. Immediately following the acquisition by the Company of Ordinary Shares, the Ordinary Shares will be cancelled.

Ocean Management Limited, which owns 99.94 per cent of the Ordinary Shares in issue, has undertaken, among other things, to the Company to (i) vote its Ordinary Shares in favour of Resolution 1, and (ii) not tender any Ordinary Shares that it owns under the Tender Offer. Other Shareholders, whilst not obliged to tender any of their Ordinary Shares if they do not wish to do so, may tender all or part of their holdings in the 2019 Buyback.

The Company intends to fund the amounts required from existing lending facilities, and the Company's distributable reserves will be reduced by the amount of the consideration paid by the Company for any Ordinary Shares purchased by it pursuant to the 2019 Buyback.

The proposed timetable for the 2019 Buyback is as follows:

<u>Event</u>	<u>Date</u> <sup>1 2</sup>
Commencement of 2019 Buyback	24 May 2019
Tender Offer Period	24 May to 11 June 2019
Latest time and date for receipt of tenders in the 2019 Buyback	1.00 pm on 11 June 2019
Announcement of total number of Ordinary Shares tendered in the 2019 Buyback	12 June 2019
Record date for attendance and voting at Annual General Meeting	10.00 p.m. on 25 June 2019
Latest time for receipt of completed proxies	11.00 a.m. on 25 June 2019
Annual General Meeting	11.00 a.m. on 27 June 2019
Completion of 2019 Buyback	By 3 July 2019
Despatch of payments for Ordinary Shares tendered	By 4 July 2019

<sup>1</sup> Future times and dates are indicative only and are subject to change by the Company. If the expected timetable of events changes materially from the above, the Company will release an announcement to this effect.

<sup>2</sup> References to time are to British Standard Time

under the 2019 Buyback

Although the Board believes that the Tender Offer is in the best interests of the Company and its Shareholders as a whole, and has approved the Tender Offer, the Board is not making a recommendation to Shareholders in relation to participation in the Tender Offer itself. Whether or not shareholders tender all or any of their Ordinary Shares will depend, among other things, on their view of the Company's business, prospects and fundamental value and their own individual circumstances, including their tax position. Shareholders should make their own decision in respect of participation in the Tender Offer and are recommended to consult their duly authorised independent advisors.

### ***Procedure for tendering Ordinary Shares in the 2019 Buyback***

If you hold your Ordinary Shares in certificated form, to tender your Ordinary Shares you must complete, sign and have witnessed the Tender Form as soon as possible and, in any event, so that it is received by Computershare by no later than 1.00 p.m. on 11 June 2019. The Tender Form can be found at [www.nordgold.com](http://www.nordgold.com). The completed, signed and witnessed Tender Form should be accompanied by the relevant Ordinary Share certificate(s) or other document(s) of title.

If you hold your Ordinary Shares in uncertificated form, you should send (or if you are a CREST Sponsored Member, procure that your CREST Sponsor sends) to Euroclear a TTE Instruction in relation to the Ordinary Shares which you wish to tender under the 2019 Buyback, as soon as possible and, in any event, so that the transfer to escrow settles by no later than 1.00 p.m. on 11 June 2019. A TTE Instruction to Euroclear must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain, in addition to the other information that is required for a TTE Instruction to settle in CREST, the details set out in Part V of the Delisting Circular.

If you require assistance in completing the Tender Form for any part of the 2019 Buyback, please call Computershare on +44 370 707 1436. Calls to Computershare in the UK are charged at your service provider's standard network rates. Calls to Computershare from outside the UK are charged at applicable international rates. Calls may be recorded and monitored for security and training purposes. Computershare cannot provide advice on the merits of Resolution 1 or the 2019 Buyback nor give any financial, tax or legal advice.

### ***Taxation and overseas Shareholders***

**If Shareholders are in any doubt as to their tax position and/or are subject to tax in a jurisdiction other than in the UK, they should consult an appropriate independent professional adviser before taking any action in respect of the 2019 Buyback.**

**The attention of Shareholders who are not resident in the United Kingdom is drawn to the sections entitled 'Overseas Security Holders' and, where appropriate, 'Overseas Security Holders – United States' of Part V of the Delisting Circular.**

The 2019 Buyback relates to securities of a non-US company that is subject to the disclosure requirements, rules and practices applicable to companies incorporated in the UK, which differ from those of the United States in certain material respects. This document has been prepared in accordance with UK style and practice for the purpose of complying with English law, and US Shareholders should read this entire document and the Delisting Circular. The 2019 Buyback is not subject to or is exempt from the disclosure and procedural requirements of Regulation 14D under the Exchange Act. US Shareholders should note that the Ordinary Shares are not listed on a US securities exchange and the Company is not subject to the periodic reporting requirements of the Exchange Act and is not required to, and does not, file any reports with the SEC thereunder. The 2019 Buyback has not been approved by the SEC or by the securities regulatory authority of any state or of any other United States jurisdiction, nor has the SEC or any such securities

regulatory authority passed upon the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States. In those jurisdictions where the securities, "blue sky" or other laws require the 2019 Buyback to be made by a licensed broker or dealer, the 2019 Buyback shall be deemed to be made on behalf of the Company by one or more registered brokers or dealers licensed under the laws of such jurisdiction.

This document does not constitute an offer to purchase, or solicitation of an offer to sell, Ordinary Shares in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer or solicitation under applicable securities laws.

We also enclose with this letter a copy of this year's annual report, which will be voted on at the Annual General Meeting.

Yours faithfully,

**David Morgan**  
**Chairman**

## **NORD GOLD SE**

*(incorporated under Council Regulation (EC) No. 2157/2001 and registered  
in England and Wales with registered number SE000102)*

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting of Nord Gold SE (the **Company**) will be held at the offices of Celtic Resources Holdings Limited, Fetcham Park House, Lower Road, Fetcham, Leatherhead, Surrey, KT22 9HD at 11.00 a.m. on 27 June 2019 for the following purposes:

To consider and, if thought fit, pass resolutions 1 to 13, which will be proposed as ordinary resolutions of the Company, and resolutions 14 to 15, which will be proposed as special resolutions of the Company.

#### **ORDINARY RESOLUTIONS**

##### *Authority to purchase own shares*

1. THAT the Company be and is hereby authorised for the purpose of Section 694 of the Companies Act 2006 to make off-market purchases (as defined in section 693(2) of the Companies Act 2006) in accordance with the terms of the Shareholder Purchase Contract (as defined in the Chairman's letter accompanying this notice) and that the terms of the Shareholder Purchase Contract be and are hereby approved, which authority shall expire at the close of business on 30 September 2019.

##### *Annual report and accounts*

2. To receive the annual report and accounts for the financial year ended 31 December 2018.

##### *Directors*

3. To re-elect Nikolai Zelenskiy as a director.
4. To re-elect Evgeny Tulubenskiy as a director.
5. To re-elect David Morgan as a director.
6. To re-elect John Munro as a director.
7. To re-elect Gregor Mowat as a director.
8. To re-elect Alexey Mordashov as a director.
9. To re-elect Roman Vasilkov as a director.
10. To elect Brian Beamish as a director.

##### *Auditors*

11. To re-appoint Deloitte LLP as auditors of the Company.
12. To authorise the audit committee to determine the remuneration of the auditors.

##### *Authority to allot shares*

13. That:

- (a) the directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
  - (i) in accordance with Statute 8 of the Company's Statutes, up to a maximum nominal amount of EUR 112,094,742 (such amount to be reduced by the nominal amount of any equity securities (as defined in Statute 9 of the Company's Statutes) allotted under paragraph (ii) below in excess of EUR 112,094,742); and
  - (ii) comprising equity securities (as defined in Statute 9 of the Company's Statutes) up to a maximum nominal amount of EUR 224,189,484 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in Statute 9 of the Company's Statutes);
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2020; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

## **SPECIAL RESOLUTIONS**

### ***General authority to dis-apply pre-emption rights***

14. That:
- (a) in accordance with Statute 9 of the Company's Statutes, the directors be given power to allot equity securities for cash;
  - (b) the power under paragraph (a) above (other than in connection with a rights issue as defined in Statute 9 of the Company's Statutes) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate EUR 16,814,211;
  - (c) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2020; and
  - (d) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

### ***Additional authority to dis-apply pre-emption rights***

15. That:
- (a) in addition to any authority granted under resolution 14, the directors be given power:
    - (i) subject to the passing of resolution 13, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
    - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,

in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be:

- (A) limited to the allotment of equity securities up to a maximum nominal amount of EUR 16,814,211; and
  - (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;
- (b) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2020; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

By order of the Board,

.....

Evgeny Tulubenskiy

**Company Secretary**

**Registered office:**

5th Floor, 6 St Andrew Street, London, EC4A 3AE

**Registered number:**

SE000102

24 May 2019

## **EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 13 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 14 and 15 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### **ORDINARY RESOLUTIONS**

#### **Resolution 1 – authority to purchase own shares**

Please see the Chairman's background to the buyback on pages 1 to 5 for an explanation relating to this resolution.

#### **Resolution 2 - receipt of annual report and accounts**

The directors must present the Company's annual report and accounts to the Annual General Meeting.

#### **Resolutions 3 to 10 – election and re-election of directors**

Each director will submit himself for election or re-election by shareholders at the Annual General Meeting.

Biographical details of the current directors are set out on pages 46 – 48 of the annual report. The Chairman has confirmed that, following formal performance evaluation, the performance of each director standing for election or re-election continues to be effective and to demonstrate commitment to the role.

Brian Beamish was appointed to the Board since the last annual general meeting and therefore is standing for election by shareholders for the first time. The Board highly appreciates Brian's input as the chairman of the Safety and Sustainable Development Committee of the Company as well as independent non-executive director of the Board and believes that Mr. Beamish should be elected for the following term.

#### **Resolutions 11 and 12 - re-appointment and remuneration of the auditors**

The Board is proposing the re-appointment of Deloitte LLP as the Company's auditors, following the recommendation of the Audit Committee. Resolution 12 authorises the Audit Committee to determine the auditors' remuneration.

#### **Resolution 13 - authority to allot shares**

At the annual general meeting held in 2018, shareholders authorised the directors, under section 551 of the Companies Act 2006, to allot ordinary shares without the prior consent of shareholders for a period expiring at the conclusion of the next annual general meeting of the Company after the passing of the resolution. It is proposed to renew this authority and to authorise the directors to allot ordinary shares or grant rights to subscribe for or convert any security into shares in the Company for a period expiring no later than 1 July 2020.

Paragraph (a)(i) of the resolution will allow the directors to allot ordinary shares up to a maximum nominal amount of EUR 112,094,742 representing approximately 33% of the Company's existing issued share capital, calculated as at 23 May 2019 (being the latest practicable date prior to publication of this circular). Paragraph (a)(ii) of the resolution will allow directors to allot, including the ordinary shares referred to in

paragraph (a)(i) of the resolution, further of the Company's ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of EUR 224,189,484, representing approximately 66% of the Company's existing issued share capital and calculated as at 23 May 2019 (being the latest practicable date prior to publication of this circular).

If the directors exercise this authority, to the extent reasonable they intend to follow best practice as regards its use, as recommended by the Investment Association. As at 23 May 2019, the Company does not hold any shares in treasury.

Resolution 13 will be proposed as an ordinary resolution.

## **SPECIAL RESOLUTIONS**

### **Resolution 14 – general authority to dis-apply pre-emption rights**

It is proposed that the directors be authorised, under sections 570 to 573 of the Companies Act 2006, to allot equity securities for cash without first being required to offer such shares to existing shareholders. If approved, the resolution will authorise the directors to issue shares in connection with a rights issue or other pre-emptive offer and otherwise to issue shares for cash up to a maximum nominal amount of EUR 16,814,211 which includes the sale for cash on a non pre-emptive basis of any shares the Company may hold in treasury. The EUR 16,814,211 maximum nominal amount of equity securities to which this authority relates represents approximately 5% of the issued share capital of the Company as at 23 May 2019 (being the latest practicable date prior to publication of this circular).

Resolution 14 will be proposed as a special resolution to grant this authority until the conclusion of the next annual general meeting or, if earlier, the close of business on 1 July 2020.

### **Resolution 15 – additional authority to dis-apply pre-emption rights**

Resolution 15 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-emption Group, for the directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed resolution reflects the Pre-emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the **Statement of Principles**) and will expire on 1 July 2020 or at the conclusion of next year's annual general meeting, whichever is the earlier.

The authority granted by this resolution, if passed:

- (A) will be limited to the allotment of equity securities and sale of treasury shares for cash up to an aggregate nominal value of EUR 16,814,211, which represents approximately 5% of the issued share capital of the Company as at 23 May 2019 (being the latest practicable date prior to publication of this circular); and
- (B) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under resolution 14. The maximum nominal value of equity securities which could be allotted if both authorities were used would be EUR 33,628,422 which represents approximately 10% of the issued share capital of the Company as at 23 May 2019 (being the latest practicable date prior to publication of this circular).

## **FURTHER NOTES TO ANNUAL GENERAL MEETING NOTICE:**

This document and other shareholder documentation including Form of Proxy and voting instructions are available free of charge from the offices of the Company, or on the website ([www.nordgold.com](http://www.nordgold.com)).

### **Record date**

The Record Date (as defined below) is the determining factor to attend the Annual General Meeting and to exercise voting rights during that meeting. Shareholders who were a Shareholder at **10.00 p.m. BST on 25 June 2019** (the **Record Date**), have the right to attend the meeting in person or by proxy and to exercise their voting rights in accordance with the number of Ordinary Shares they hold at the Record Date and for which they are registered.

### **Appointment of proxy**

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC (the “Registrar”) on 0370 707 1436.

To be valid, any proxy form or other instrument appointing a proxy and any power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority must be received at the office of the Registrar (Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY) no later than 11.00 a.m. on 25 June 2019.

The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

You must inform the Company’s Registrar in writing of any termination of the authority of a proxy.

### **CREST electronic proxy voting**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID number 3RA50) by no later than 11.00 a.m. on 25 June 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner

prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

### **Corporate members**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

### **Issued capital and voting rights of the Company**

As at 23 May 2019, the Company has an issued capital of EUR 336,284,226, consisting of 336,284,226 Ordinary Shares. The total number of voting rights in the issued share capital is 336,284,226.

**Please bring your admission card to gain access to the meeting. You may be asked for identification prior to being admitted.**

By order of the Board  
Evgeny Tulubenskiy  
Company Secretary  
24 May 2019

Communication with the Company regarding the above information, the Annual General Meeting or any other part of this document through:

Nord Gold SE, 5th Floor 6 St Andrew Street, London, EC4A 3AE  
+44 (0) 207 832 8914  
[companysecretary@nordgold.com](mailto:companysecretary@nordgold.com)