PJSC 'Novorossiysk Commercial Sea Port' / Notice of AGM

18-Apr-2017 / 09:06 CET/CEST

Notice of Annual General Meeting, Dividend, and Record Date

18 April 2017

NCSP Group (LSE: NSCP; MICEX: NMTP) hereby announces that in a meeting dated 12 April 2017 PJSC NCSP's Board of Directors approved the following decisions.

1. To convene the Annual General Meeting of Shareholders of PJSC NCSP in the form of joined attendance at 12:00 am on 18 May 2017 at 9 Admirala Serebryakova embankment, Novorossiysk, Russian Federation, registration of participants beginning at 10:00 am.

2. To establish the record date for registering shareholders eligible to participate in the Annual General Meeting of Shareholders as 23 April 2017.

3. Mail-in bulletins must be received two days before the EGM at one of the following addresses:

4. Independent Registrar Company, 18 bldg. 5B Stromynka str., Moscow, 107076, Russian Federation; NCSP Corporate Secretary, room 104 at 2 Mira str., Novorossiysk, 353907, Russian Federation.

5. To approve the following recommendation for the Annual general meeting of shareholders regarding distribution of profits for 2016:

5.1. To distribute the profits of the year 2016 in the amount of 40 689 144 851.09 rubles as follows

5.1.1. To allocate 24 994 334 914.23 rubles for payment of dividend.

5.1.2. Taking in the account the dividend paid for the first quarter of 2016 in the amount of 1 000 000 431.28 rubles, and the dividend paid for the first half of 2016 в in the amount of 8 994 333 791.80 rubles, to recommend the Annual general meeting of shareholders to approve the following resolution regarding the amount of the dividend for the year 2016 and terms of payment thereof.

5.1.3. To pay dividend for 2016 in the amount of 15 000 000 691.15 rubles in cash.

5.1.4. To determine the dividend per share as 0.7788237 rubles;

5.1.5. To establish the record date for registering shareholders eligible to receive the dividend for 2016 as 29 May 2017. Ex-dividend date for GDR holders shall be one business day prior to the record date;

5.1.6. To pay dividend for 2016 to nominal holders from 30 May to 13 June 2017, and to other registered shareholders from 30 May 2017 to 04 July 2017.

6. To approve the agenda of the Annual General Meeting of Shareholders as follows:

6.1. Approval of the annual report (unconsolidated);

6.2. Approval of the annual financial accounts (unconsolidated);

6.3. Approval of the distribution of profits for 2016;

6.4. Approval of the amount, terms of payment, and record date for payment of the 2016 dividend;

6.5. Approval of remuneration to Directors, except those in public service;

6.6. Approval of remuneration to members of the Audit Commission, except those in public service;

6.7. Election of the Board of Directors;

6.8. Election of the Audit Commission;

6.9. Approval of the auditor.

7. To notify shareholders of the upcoming AGM by 27 April 2017:

7.1. by registered mail or personal delivery for all shareholders identified in the register;

7.2. by announcement on PJSC NCSP corporate website at http://nmtp.info/;

7.3. by electronic communication with digital signature for nominal holders identified in the register.

8. To provide shareholders with the following information related to the AGM:

8.1. Annual report (unconsolidated);

8.2. The Auditing Commission report on the fairness of the data contained in the annual report;

8.3. Annual financial accounts (unconsolidated)

8.4. The auditor's reports;

8.5. Recommendation of the Board of Directors regarding distribution of profits;

8.6. Profiles of the candidate to the Board of Directors and the Auditing Commission;

8.7. Confirmation of written consent of the candidates to be elected to the Board of Directors and the Auditing Commission or absence thereof;

8.8. Draft resolutions on the items of the agenda of the Annual general meeting of shareholders;

8.9. Details of the Auditor to be approved by Annual general meeting of shareholders;

8.10. Evaluation of the Auditor's report prepared by the Audit Committee of the Board of Directors;

8.11. Details of shareholder's agreements executed one year prior to the AGM date.

9. Above mentioned information shall be made available to shareholders from 28 April 2017:

9.1. from 10:00am till 16:00pm on working days at NCSP Corporate Secretary office:
Room 104 at 2 Mira str., Novorossiysk, 353907, Russian Federation;

9.2. by electronic communication with digital signature for nominal holders identified in the register;

9.3. by publication of documents listed in paragraphs 6.1. to 6.11. hereof on PJSC NCSP corporate website at www.nmtp.info

10. To include the following candidates to the Board of Directors on the voting bulletin.

10.1. Sergey Andronov, Vice-President of Transneft;

10.2. Maksim Grishanin, First Vice-President of Transneft;

10.3. Natalia Izosimova, Advisor at Summa Group;

10.4. Vladimir Kayashev, President of Summa Group.

10.5. Sergey Kireev, General Director at Transneft Service JSC.

10.6. Leyla Mammad Zada, CEO of Summa Group;

10.7. Ekaterina Nikitina;

10.8. Viktor Olersky, Deputy Minister of Transport of the Russian Federation;

10.9. Nikolay Platonov, Deputy Director of Corporate Governance Department at Transneft.

10.10. Alexander Potapushin, Director at Novorossiysk Grain Plant;

10.11. Dmitry Pristanskov, Deputy Minister of Economic Development of the Russian Federation, Head of the Federal Agency for State Property Management;

10.12. Oksana Tarasenko, Director of Corporate Governance Department at the Ministry of Economic Development of the Russian Federation.

10.13. Sergey Khotochkin;

10.14. Rashid Sharipov, Vice President of Transneft.

PJSC NCSP's Board of Directors of consists of seven seats. Six Directors are elected, and the seventh Director is appointed by the Government of the Russian Federation under the golden share rule. Igor Levitin, Aide to the President of the Russian Federation, holds this seat currently.

11. To include the following candidates to the Auditing Commission on the voting bulletin.

11.1. Zakharyi Dzhioev;

11.2. Ivan Dyachkov;

11.3. Tatiana Lomakina.

11.4. Tatiana Nesmeyanova.

11.5. Stanislav Popov;

11.6. Margarita Russkikh.

12. To include Deloitte and Touche CIS on the voting bulletin as the auditor to be approved by AGM.

13. To approve the form and wording of the voting bulleting for the Annual general meeting.

14. To appoint Chairman of the Board of Directors to preside at the Annual general meeting of shareholders, to be succeeded by member of the Board Rashid Sharipov in his absence.

15. To appoint Corporate secretary of PJSC NCSP Vladimir Matveev as Secretary of the AGM.

About NCSP Group
NCSP Group is the largest port operator in Russia and the third largest in Europe by cargo turnover in 2015. NCSP Group is traded on Moscow Exchange (NMTP) and London Stock Exchange as GDRs (NCSP). NCSP Group volumes in 2016 totaled 147 million tons. Consolidated revenue to IFRS in 2016 totaled $865.5 million and EBITDA $675.5 million. NCSP Group consists of: PJSC Novorossiysk Commercial Sea Port, LLC Primorsk Trade Port, JSC Novorossiysk Grain Terminal, OJSC Novorossiysk Ship Repair Yard, JSC NCSP Fleet, JSC NLE, OJSC IPP, Baltic Stevedore Company LLC, and JSC SFP.

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TIDM:	NCSP
Sequence No.:	4070