

Nord Gold N.V.
Annual General Meeting of Shareholders 2015

Agenda for the Annual General Meeting of Shareholders (the **AGM**) of Nord Gold N.V. (the **Company**) to be held at Strawinskylaan 10, 1077 XZ Amsterdam, the Netherlands on Monday 15 June 2015, at 10h00 am CET.

AGENDA

1. **Opening**
2. **Annual Report 2014**
 - a. Annual Report 2014 (discussion)
 - b. Implementation of the remuneration policy in 2014 (discussion)
3. **Adoption of the financial statements for the financial year 2014 (resolution)**
4. **Release from liability**
 - a. Discharge of the executive directors in respect of their management activities over the past financial year (resolution)
 - b. Discharge of the non-executive directors for their supervision of the management activities over the past financial year (resolution)
5. **Adoption amended remuneration policy (resolution)**
6. **Appropriation of the profit and confirmation of the distributions (resolution)**
7. **Re-appointment of directors**
 - a. Re-appointment executive director Nikolay Zelenski as Chief Executive Officer (resolution)
 - b. Re-appointment executive director Evgeny Tulubensky (resolution)
 - c. Re-appointment non-executive director David Morgan as Chairman (resolution)
 - d. Re-appointment non-executive director Peter Lester (resolution)
 - e. Re-appointment non-executive director Michael Nossal (resolution)
 - f. Re-appointment non-executive director Alexey Mordashov (resolution)
 - g. Re-appointment non-executive director Roman Yelkin (resolution)
 - h. Re-appointment non-executive director Peter Bacchus (resolution)
8. **Re- appointment of external auditors (resolution)**
9. **Delegation to the Board of the authority to acquire (GDRs of) shares in the capital of the Company (resolution)**
10. **Designation of the Board as authorised body to issue shares, to grant rights to acquire shares and to restrict pre-emptive rights**
 - a. Designation of the Board as authorised body to issue shares and to grant rights to acquire shares in the capital of the Company (resolution)
 - b. Designation of the Board as authorised body to limit or exclude pre-emptive rights to the issuance of shares in the capital of the Company (resolution)
11. **Any other business**
12. **Close of meeting**

The directors consider that the proposals described in this notice are in the best interests of the Company as a whole and unanimously recommend the shareholders to vote in favour of the resolutions.

Agenda AGM

The agenda with explanatory notes including the biographical information concerning candidates for re-appointment, the Integrated Report including the annual accounts, annual report and auditor's opinion (financial statements) as well as a description of the amended

remuneration policy and a form of proxy and voting instructions are available free of charge from the offices of the Company, on the website (www.nordgold.com) and are also available for holders of global depositary receipts issued by Deutsche Bank Trust Company Americas, as depositary (the **Depositary**), at www.adr.db.com, email: adr.corporateaction@list.db.com.

Record date

The Record Date is the determining factor to attend the AGM and to exercise voting rights during that meeting. In accordance with article 27 paragraph 4 of the articles of association of the Company, shareholders and holders of global depositary receipts who were a shareholder or holder of global depositary receipts on **Monday 18 May 2015** (the **Record Date**), have the right to attend the meeting and to exercise their voting rights in accordance with the number of shares or depositary receipts for shares they hold at the Record Date and for which they are registered in one of the registers mentioned herein.

Notice of registration

Shareholders and holders of rights of usufruct and pledge with voting rights who are registered in the shareholders' register of the Company on the Record Date, who wish to attend the AGM and vote in person must notify the Company in writing, no later than **Monday 8 June 2015 at 5.00 pm CET** (the **Registration Date**), by submitting a statement that it wishes to attend the meeting including the number of shares notified for registration and held by the relevant shareholder at the Record Date. The shareholder will receive confirmation of the notification for the meeting, which will serve as an admission certificate and upon submission thereof prior to the AGM, the shareholder or its proxy, as applicable, will be given access to the meeting.

Holders of global depositary receipts

The holders of global depositary receipts on the Record Date are entitled to give voting instructions to the Depositary by completing, signing and timely returning to the Depositary the relevant voting documentation provided by the Depositary (the **GDR Proxy Card**). The deadline for providing a GDR Proxy Card to the Depositary will be specified by the Depositary in the information provided to holders of global depositary receipts. Upon the timely receipt from an eligible holder of global depositary receipts of voting instructions in the manner specified by the Depositary, the Depositary shall endeavour, insofar as practicable and permitted under applicable law, the provisions of the Deposit Agreement governing such global depositary receipts, the Company's articles of association and the provisions of or governing the shares, to vote or cause to be voted the shares represented by such holder's global depositary receipts in accordance with such instructions.

Alternatively, eligible holders of global depositary receipts wishing to attend the AGM and vote in person thereat may do so by timely completing an investor certification that is certified by the broker, dealer or other nominee with whom the eligible holder of global depositary receipts maintains such global depositary receipts and delivering the same to the Depositary. Upon timely receipt of a properly completed certification, in any case no later than the day before the Registration Date, and compliance with any other Depositary requirements, the Depositary will arrange for a proxy to be issued for the AGM, which so long as such holder has provided a copy of such proxy on or prior to the Registration Date to the Company, will serve as an admission certificate and upon submission thereof prior to the AGM, will be given access to the meeting. The holder of global depositary receipts must provide sufficient proof of identification on admission to the AGM. In addition, if the exclusive proxy has been granted by the nominee of the Depositary to a holder of global depositary receipts which is a legal entity, the person who represents such legal entity at the AGM must provide sufficient proof that he is duly authorised to do so by means of a statement from a local lawyer or notary admitted to practice in the jurisdiction of the holder of global depositary receipts, duly executed and legalised in accordance with the laws of such jurisdiction.

Holders of global depositary receipts should note that the Board would welcome their attendance at the AGM. The attendance of members of the Board at the meeting depends on whether any holder of global depositary receipts, to whom a proxy has been granted, has notified the Company in writing by the Registration Date of his intention to attend the AGM. If

no notice is received, the Chairman of the Board may further to consultation of the Board invite an individual outside the Board to act as chairman of the meeting.

Proxy and voting instructions

A shareholder, who does not wish to attend the AGM in person, may give a written proxy and voting instructions to a third person to attend and vote at the AGM on his behalf. A shareholder who will not be attending the meeting in person may also give a written proxy with voting instructions to the Company Secretary. A template of the proxy can be obtained free of charge at the offices of the Company and via the website of the Company (www.nordgold.com). The proxy should, at the discretion of the Company, sufficiently identify the shareholder and the proxy holder and the number of shares for which the proxy holder will represent the shareholder at the AGM. The shareholder must ensure that the proxy is duly completed and signed including as appropriate voting instructions to be received no later than the Registration Date.

Proxy holders representing multiple shareholders whose voting instructions require that they cannot vote individual agenda items similarly for all shares which they represent (for, against, abstain), shall need to contact the Company Secretary (see contact details below) no later than the Registration Date, in order to procure appropriate processing of their instructions by the voting system at the AGM.

Issued capital and voting rights of the Company

At the day of this notice, the Company has an issued capital of EUR 945,100,915, consisting of 378,040,366 shares in the capital of the Company, having a nominal value of EUR 2.50 each. For 58,980,441 shares, constituting approximately 15,6% of the entire issued and outstanding share capital of the Company, 58,980,441 global depositary receipts for shares have been issued (of which 412,418 global depositary receipts for shares are held in its own share capital). The total number of voting rights in the issued share capital is 377,627,948.

Persons without a valid admission certificate will not be given access to the meeting. Attendants may be asked for identification prior to being admitted.

By order of the Board

Evgeny Tulubensky
Company Secretary
28 April 2015

Communication with the Company regarding the above information through:

Nord Gold N.V.
c/o Company Secretariat
Herikerbergweg 238 Luna ArenA
1011 CM Amsterdam Zuidoost
The Netherlands

+31 (0)20 406 4444

companysecretary@nordgold.com