

#### For immediate release

30 March 2015

# **Globaltrans Investment PLC**

### Notice of AGM to be held on 27 April 2015

Globaltrans Investment PLC (together with its consolidated subsidiaries the "Company", "Globaltrans" or the "Group", LSE ticker: GLTR) today announces that, at a meeting on 27 March 2015, the Board of Directors ("Board") of Globaltrans convened an Annual General Meeting of shareholders ("AGM") to be held on 27 April 2015 at 5:00 pm (Cyprus time) at 4 Profiti Ilia Street, 4046 Germasogeias, Limassol, Cyprus.

The main business on the agenda for the AGM is to consider and, if thought fit, pass the following resolutions:

- To approve the Group and Company audited financial statements together with the directors' and auditors' reports for the financial year ended 31 December 2014;
- Not to distribute a dividend in respect of the financial year ended 31 December 2014;
- To appoint the members of the Board of Directors.

The notice of the AGM (including all resolutions proposed) and summary biographies of the candidates for the Board are attached to this announcement.

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# **NOTES TO EDITORS**

Globaltrans is a leading private freight rail transportation group with operations in Russia, the CIS and the Baltic countries. The Group's main business is the provision of freight rail transportation services. Globaltrans provides services to more than 500 customers and its key customers include a number of large Russian industrial groups in the metals and mining and the oil products and oil sectors.

Globaltrans' global depositary receipts (ticker symbol: GLTR) have been listed on the Main Market of the London Stock Exchange since May 2008. Globaltrans was the first freight rail transportation group with operations in Russia to have an international listing.

To learn more about Globaltrans, please visit <u>www.globaltrans.com</u>

## LEGAL DISCLAIMER

Some of the information in this announcement may contain projections or other forward-looking statements regarding future events or the future financial performance of Globaltrans. You can identify forward-looking statements by terms such as 'expect', 'believe', 'anticipate', 'estimate', 'intend', 'will', 'could', 'may' or 'might', the negative of such terms or other similar expressions. Globaltrans wishes to caution you that these statements are only predictions and that actual events or results may differ materially. Globaltrans does not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of Globaltrans, including, among others, general economic conditions, the competitive environment, risks associated with operating in Russia, rapid technological and market change in the industries Globaltrans operates in, as well as many other risks specifically related to Globaltrans and its operations.

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#### NOTICE OF THE ANNUAL GENERAL MEETING AND RESOLUTIONS PROPOSED

#### THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

NOTICE IS HEREBY GIVEN that Annual General Meeting of the shareholders of Globaltrans Investment PLC ("The Company") will be held at 4 Profiti Ilia Street, 4046 Germasogeias, Limassol, Cyprus on 27<sup>th</sup> of April 2015 at 5:00 p.m. (Cyprus time), to consider and, if thought fit, pass the following resolutions:

#### **ORDINARY BUSINESS**

1. THAT the Group and Company audited financial statements together with the directors' and auditors' reports for the financial year ended 31 December 2014 be and are hereby approved.

2. THAT the Company shall not distribute dividends in respect of the financial year ended 31 December 2014 is hereby approved.

3. THAT PricewaterhouseCoopers Limited be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company and that the remuneration of the auditors be determined by the Board of Directors of the Company.

4. THAT the authority of all members of the current Board of Directors of the Company is terminated upon the appointment to the Board of Directors of the directors in resolutions 5 through 19.

5. THAT Alexander Eliseev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

6. THAT Michael Zampelas be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016 with an annual gross remuneration of EUR 60 000 (sixty thousand).

7. THAT George Papaioannou be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016 with an annual gross remuneration of EUR 45 000 (forty five thousand).

8. THAT J. Carroll Colley be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016 with an annual gross remuneration of USD 100 000 (one hundred thousand).

9. THAT Johann Franz Durrer be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016 with an annual gross remuneration of USD 150 000 (one hundred fifty thousand).

10. THAT Sergey Maltsev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

11. THAT Michael Thomaides be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

12. THAT Elia Nicolaou be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016 with an annual gross remuneration of EUR 1 500 (one thousand five hundred).

13. THAT Konstantin Shirokov be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

14. THAT Andrey Gomon be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

15. THAT Alexander Storozhev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

16. THAT Alexander Tarasov be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

17. THAT Marios Tofaros be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016 with an annual gross remuneration of EUR 1 000 (one thousand).

18. THAT Sergey Tolmachev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

19. THAT Melina Pyrgou be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2016.

By order of the Board of Directors

Elia Nicolaou Secretary Registered office: Omirou 20, Agios Nikolaos 3095 Limassol, Cyprus 27 March 2015

Notes:

1. Every member entitled to attend and vote at the above mentioned general meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Such proxy need not be a member of the Company. To be valid, the relevant instrument appointing a proxy must be in the form attached to this notice of a general meeting and if applicable the power of attorney or other authority if any under which it is signed or a notarially

certified copy of that power or authority shall be delivered at the registered office of the Company, at Omirou 20, Agios Nikolaos, 3095 Limassol, Cyprus, not later than 48 hours before the time for holding the general meeting.

# Appendix 1

### **Proxy Form**

#### To: Globaltrans Investment PIc (the "Company")

I/We ...... of ...... being a member/members of the Company hereby appoint ...... of ..... of failing him ...... of ..... as my/our proxy to vote for me/us or on my/our behalf at the General Meeting of the Company, to be held on 27 April 2015 and at any adjournment thereof.

Signed:	
Name:	
Date:	

Notes to Form of Proxy:

1. The Form of Proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.

2. To be valid, this Form of Proxy and if applicable the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority must be delivered at the registered office of the Company, at Omirou 20, Agios Nikolaos, 3095 Limassol, Cyprus, not later than 48 hours before the time for holding the general meeting.

3. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

# Appendix 2

Brief biographies of the candidates for the Board of Directors (in alphabetical order)

#### John Carroll Colley

John Carroll Colley was appointed to the Board as an Independent Non-Executive Director in April 2013. Mr. Colley is Chairman of the Audit Committee and has extensive experience in international trade and risk management within both the public and private sector. He is currently the Principal of Highgate Consulting LLC, a global advisory consulting company. From 2007 to 2010 Mr. Colley, who is fluent in Russian, was the country manager for Russia at Noble Resources SA. Prior to that, he held a variety of positions in the public sector, including at the Office of the US Trade Representative and the US Department of Commerce in Washington, DC. Mr. Colley also worked for Linkful Ltd and Noble Resources SA in Moscow from 1992 to 1999. He holds an M.A. in History and a B.A. in International Affairs and Russian Studies from the University of Virginia.

#### Johann Franz Durrer

Dr. Johann Franz Durrer was appointed to the Board as an Independent Non-Executive Director in March 2008. He is Chairman of the Remuneration and Nomination Committees. Dr. Durrer started his career in 1957 with the Union Bank of Switzerland. In 1970, Dr. Durrer founded Fidura Treuhand AG, which provides book-keeping, auditing and financial services. He is a Board member of the transport company IMT-Dienst AG and is also an Executive Board member of several privately-held companies. He graduated from the University of Zurich with a doctorate in Economics and is a member of the Swiss Fiduciary Association.

#### Alexander Eliseev

Alexander Eliseev joined the Board in March 2008 and serves as a Non-Executive Director. Mr. Eliseev cofounded Globaltrans and has been actively involved in reforming the Russian rail market and introducing market-based principles in rail transportation. Mr. Eliseev has spent 15 years working in senior management positions, mostly in the rail sector. He is also the Chairman of the Boards of the New Forwarding Company, GTI Management, Steeltrans and BaltTransServis, which are subsidiaries of Globaltrans. He is a graduate of the Second Moscow Medical Institute, Russian State Medical University where he studied Biophysics.

#### Andrey Gomon

Andrey Gomon was appointed to the Board as a Non-Executive Director in April 2013. He has over 10 years of management experience in the railway industry. From 2006 to 2012 he was the CEO of Transoil, successfully managing the operations of one of the largest oil transportation companies in Russia. Prior to that, he was CFO of Transoil from 2003 to 2006. Mr. Gomon graduated from St. Petersburg State University with a degree in Economics in 1999 and obtained an MBA from INSEAD in 2002. He is also a member of the boards of the New Forwarding Company, GTI Management, Steeltrans and BaltTransServis, which are subsidiaries of Globaltrans.

#### **Michael Thomaides**

Mr. Thomaides was appointed to the Board as a Non-Executive Director in April 2014. Mr. Thomaides previously served as a director at Globaltrans Investment PLC from 2004 until 2008. He serves as a member of the Board of Directors of Global Ports Investments PLC, Russia's leading container port operator. He has also been a director at Leverret Holding Ltd (Cyprus) since 2007. Mr. Thomaides graduated from the London Southbank University, and has a BSc in consumer product management. He is a member of the Cyprus Chamber of Commerce.

#### Sergey Maltsev

Sergey Maltsev has served as CEO and Executive Member of the Board of Globaltrans since 2008. Mr. Maltsev co-founded Globaltrans and has been instrumental in the development of the private rail freight market in Russia. Mr. Maltsev is a third-generation railwayman and has spent more than 25 years working in the industry. He has been recognised for his contribution to the development of the rail industry by being named an "Honoured Railwayman of Russia". Mr. Maltsev has served as the Chairman of the presidium of the nonprofit partnership "Council of Railway Operators' Market" and currently serves as a Chairman of the "Russian Railways Consumers Council" under the Ministry of Transport of the Russian Federation. He graduated from the Leningrad Frunze Higher School of Railway Forces and Military Communications where he obtained a degree as a railway operations engineer.

#### Elia Nicolaou

Elia Nicolaou joined the Board in March 2008 and serves as Non-Executive Director. Ms. Nicolaou is the Company Secretary and a member of the Audit Committee. Ms. Nicolaou has extensive experience in commercial and corporate law. She is currently the Managing Director of Amicorp (Cyprus) Ltd. and was previously Head of the Corporate Legal Department at Polakis Sarris LLC and worked at C. Patsalides LLC. Ms. Nicolaou sits on various boards of the Cyprus Chamber of Commerce. She gained an LLB in Law from the University of Nottingham before gaining an LLM in Commercial and Corporate Law from University College London. She also has an MBA from the Cyprus International Institute of Management.

#### George Papaioannou

George Papaioannou was appointed to the Board as an Independent Non-Executive Director in April 2013. He also serves as a member of the Audit Committee. Mr. Papaioannou is a qualified Chartered Accountant and a fellow member of the Institute of Chartered Accountants in England and Wales. He has more than 17 years of experience in financial reporting, risk management, audit, financial performance analysis and taxation. In 2004 Mr. Papaioannou founded G. Papaioannou Auditors Limited which provides accounting, audit, tax and consulting services. From 2002 to 2004 he worked at Grant Thornton based in Cyprus and

prior to that, worked for PricewaterhouseCoopers. He holds a degree in Accounting and Financial Management from the University of Essex, UK.

#### Melina Pyrgou

Melina Pyrgou was appointed to the Board as a Non-Executive Director in April 2013. She is a barrister and one of the three directors at Pyrgou Vakis Law Firm, a Cyprus-based corporate and commercial law practice servicing Cypriot and International clients. She has more than 22 years of experience in corporate law and litigation. In 2007 she joined PricewaterhouseCoopers in Nicosia Cyprus as Director of Legal Services. Prior to that she was a Partner at Kinanis – Pyrgou and Co From 1991 to 1994 Ms. Pyrgou was an Associate at G. Colokassides and Co. and Lellos Demetriades and Co, with her main focus on litigation. Ms. Pyrgou won a Scholarship from the University of Geneva, Switzerland, where she received a Diploma in Environmental Law. She holds a degree of Bachelor of Social Sciences in Law and Sociology from the University of Keele, UK. In 1992 she was called to the Bar in Cyprus and in 1995 to the Bar in London. Ms. Pyrgou is a member of Gray's Inn.

#### Konstantin Shirokov

Konstantin Shirokov was appointed to the Board as an Executive Director in March 2008. He is the Head of the Internal Audit function of the Company. Mr. Shirokov has more than ten years of management experience in a number of major companies. Prior to joining Globaltrans, Mr. Shirokov worked in senior finance roles at Mechel and worked as an economist at Glencore International. He is also a Non-Executive member of the Board of Directors of Global Ports Investments PLC and a member of its Audit and Risk Committee. Mr. Shirokov graduated from the Finance Academy under the Government of the Russian Federation. He also studied Business Management at Oxford Brookes University Business School in the UK.

#### Alexander Storozhev

Mr. Storozhev joined the Board as an Executive Director in April 2013. He has worked in senior management positions of the railway sector for over 20 years. He joined the Group as director for transport in Sevtekhnotrans, a subsidiary of Globaltrans, in 2003. His main responsibility is the procurement of new rolling stock for the Group. He is the driving force behind the successful implementation of the Group's capital investment programs. In 2008 he was appointed to the Boards of the New Forwarding Company and Sevtekhnotrans and currently he is also a member of the Boards of GTI Management, Steeltrans, and BaltTransServis, all of which are subsidiaries of Globaltrans.

#### Alexander Tarasov

Alexander Tarasov joined the Board as an Executive Director in April 2013. He is currently a deputy Director General in Sevtekhnotrans. He has a vast experience in financial management and analysis across a number of sectors having held a number of management positions in established Russian companies. He graduated from the Bauman Moscow State Technical University with a degree in Engineering. He also has a degree in Economics from the Moscow State University of Commerce.

#### Marios Tofaros

Marios Tofaros was appointed to the Board as a Non-Executive Director in April 2013. Mr. Tofaros is also a Director of the client accounting department at Amicorp (Cyprus) Ltd. He held the position of financial accountant at Depfa Investment Bank Ltd from 2004 until 2008. Prior to that, he worked as a financial officer at Louis Catering Ltd from 2003 to 2004 and at KPMG Cyprus, where he held various positions in the Audit Department. He graduated from the University of Kent at Canterbury in the UK with a B.A. in Accounting, Finance & Economics. He also holds a Master's degree in Business Studies from the University of Kent at Canterbury and a Chartered Certified Accountant (FCCA) diploma. Mr. Tofaros is a member of the Institute of Certified Public Accountants of Cyprus.

#### Sergey Tolmachev

Sergey Tolmachev was appointed to the Board as a Non-Executive Director in April 2013 and since October 2013 has been empowered by the Board to act as Managing Director of the Company. He has extensive experience in corporate finance and treasury as well as financial analysis and modelling. He joined N-Trans Group in 2001 and since then has held a number of management positions focused on finance and treasury. He graduated from the Lomonosov Moscow State University with a degree in Mechanics and Applied Mathematics.

#### Michael Zampelas

Michael Zampelas was appointed to the board in the role of Senior Independent Non-Executive Director in March 2008. Since 2013 Mr. Zampelas has been the Chairman of the Board of Globaltrans and a member

of both Remuneration and Nomination Committees. Mr. Zampelas has more than 30 years of management experience, including as founding member, Chairman and Managing Partner of accountancy firm Coopers & Lybrand (which later became PricewaterhouseCoopers). Since March 2008 he has been on the Board of Eurobank Cyprus Limited and is now a member of its Audit Committee. He is a chartered accountant and a Fellow of the Institute of Chartered Accountants in England and Wales. From 2002 until 2006, Mr. Zampelas was the elected mayor of Nicosia and he is currently the Honorary Consul General of Estonia in Cyprus, a role he has held since 1997.