

# Centerra Adopts Advance Notice By-Law

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TORONTO, ONTARIO--(Marketwired - Feb 19, 2014) - [Centerra Gold Inc.](#) ("Centerra" or the "Company") (TSX:CG) announces that its board of directors has adopted amendments to the Company's by-laws to, among other things, require advance notice from shareholders intending to propose nominees for the board of directors of the Company (the "By-Law Amendments").

The By-law Amendments are consistent with the advance notice by-laws adopted by many other Canadian public companies. Among other things, the By-Law Amendments require that shareholders must notify the Company in writing of an intention to propose nominees for the board within prescribed timeframes prior to any meeting of shareholders at which directors are to be elected and set out the requirements for such notice to be in proper form.

The board of directors believes that the By-Law Amendments provide a clear and transparent process for all shareholders to follow in proposing nominees by requiring: (i) reasonable advance notice of a shareholder's intention to make a nomination; and (ii) the disclosure of relevant information concerning the proposed nominees. This procedure will afford the Board the opportunity to evaluate the qualifications of all proposed nominees and their suitability as directors while providing shareholders with adequate notice and information regarding proposed nominations to be considered at a meeting to enable them to exercise their voting rights in an informed manner.

In the case of an annual meeting of shareholders, notice to the Company must be provided not later than 30 and not earlier than 65 days prior to the date of the annual meeting; provided, however, that if the first public announcement of the date of the annual meeting is less than 50 days prior to the meeting, notice may be made not later than the 10th day following such public announcement.

In the case of a special meeting (which is not also an annual meeting) of shareholders called for any purposes which includes the election of directors, notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

In addition, the By-Law Amendments increase the quorum for the transaction of business at meetings of shareholders to ensure that the Company's by-laws remain consistent with evolving corporate governance practices in this area. Specifically, in order to transact business at a meeting of the Company's shareholders, the By-Law Amendments require the presence of two shareholders who are entitled to vote either in person or represented by proxy at the opening of the meeting and holding or representing more than 25% of the outstanding shares entitled to vote at that meeting.

The By-Law Amendments are effective immediately and will be placed before shareholders for ratification at the annual and special meeting of shareholders of the Company in May 2014 (the "Meeting"). A copy of the By-Law Amendments has been filed under the Company's profile at [www.sedar.com](http://www.sedar.com).

## About Centerra

[Centerra Gold Inc.](#) is a gold mining company focused on operating, developing, exploring and acquiring gold properties primarily in Asia, the former Soviet Union and other emerging markets worldwide. Centerra is the largest Western-based gold producer in Central Asia. Centerra's shares trade on the Toronto Stock Exchange (TSX) under the symbol CG. The Company is based in Toronto, Ontario, Canada.

**Additional information on Centerra is available on the Company's web site at [www.centerragold.com](http://www.centerragold.com) and at SEDAR at [www.sedar.com](http://www.sedar.com).**

## Contact

[Centerra Gold Inc.](#)

John W. Pearson

Vice President, Investor Relations

(416) 204-1241

[john.pearson@centerragold.com](mailto:john.pearson@centerragold.com)

[www.centerragold.com](http://www.centerragold.com)

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