

ROS AGRO PLC
(the "Company")

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS HELD IN
ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION AT THE COMPANY'S
REGISTERED OFFICE ON 13TH APRIL 2018 AT 11:00 A.M.**

Present:

Fiduciana Nominees (Cyprus) Limited – represented by Ms. Ganna Khomenko	- Shareholder
Fiduciana Trustees (Cyprus) Limited – represented by Ms. Maro Evi Koulla Griva	- Shareholder
Fiduciana Directors Limited – represented by Ms. Maro Evi Koulla Griva	- Shareholder
Fiduciana Management Limited – represented by Ms. Ganna Khomenko	- Shareholder
Mr. Maxim Basov – represented by Ms. Maro Evi Koulla Griva by proxy	- Shareholder
BNY (Nominees) Limited – represented by Ms. Maro Evi Koulla Griva by proxy	- Shareholder
Granada Capital CY Limited – represented by Ms. Tatiana Gurina	- Shareholder

1. Chairperson

IT WAS RESOLVED that Ms. Maro Evi Koulla Griva, representing the majority of shareholders, be appointed as Chairperson of the Meeting. IT WAS NOTED that a quorum was present and that the Meeting was duly constituted in accordance with the Company's Articles of Association.

The chairman stated that the purpose for convening this Annual General Meeting is to approve or reject the following items as circulated on the Notice dated 16th March 2018 and attached to this Resolution:

1. Adoption of the annual Standalone Financial Statements for 2017;
2. Adoption of IFRS Financial Statements for 2017;
3. Adoption of the Directors' Report for 2017;
4. Adoption of the Auditor's Report for 2017;
5. Adoption of the Annual Report for 2017 (LSE);
6. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2018;
7. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2018;
8. Payment of Dividends;
9. Remuneration of Directors;
10. Re-Election of the Board of Directors;
11. Any other matters proposed by the Directors;

After due consideration, the shareholders voted what is in the best interest of the Company and have by a majority of votes, resolved as follows:

2. **Resolutions**


IT WAS UNANIMOUSLY RESOLVED AS FOLLOWS:

1. That the Annual Standalone Financial Statements for 2017 are approved and adopted.
2. That the IFRS Financial Statements for 2017 are approved and adopted.
3. That the Directors' Report for 2017 is approved and adopted.
4. That the Auditor's Report for 2017 is approved and adopted.
5. That the Annual Report for 2017 (LSE) is approved and adopted.
6. That the current Auditor is maintained for the financial year 2018.
7. That the remuneration of the Auditor is to be decided upon by the Board of Directors.
8. Payment of Dividends – to approve distribution of RUB 4 085 839 292.90 as dividends for 2017, which constitutes 71% of total consolidated comprehensive income attributable to shareholders for 2017. Given that the Company has already approved in September distribution of interim dividends for the first half of 2017 in amount of RUB 1 861 815 178.42, the outstanding amount for 2017 is RUB 2 224 024 114.48. The payment of the dividends should be executed in US dollars based on the official exchange rate established by the Central Bank of the Russian Federation on March 16, 2018, which equals to RUB 57.0188 per USD 1. Therefore the total dividend payment for the second half of 2017 will be USD 39 005 102.08. The total payout of dividends for the full year 2017 will be USD 69 938 790.39. As the Company owns 2 166 313 of its own GDRs, which will be excluded from dividend distribution, the Company will pay USD 1.45 (gross) per outstanding share or USD 0.29 (gross) per outstanding GDR.
9. That the remuneration of the Directors is to be decided upon and approved by the Board of Directors.
10. That the current Board of Directors is re-elected for the next financial year effective as from the closing of this Meeting.

3. **Termination**

There being no other business to transact the Chairperson declared the Meeting closed.

Signed:


Maro Evi Koulla Griva
Chairperson by Proxy from Mr. Maxim Basov
For and on behalf of:
BNY (Nominees) Limited by proxy
Mr. Maxim Basov by Proxy
Fiduciana Trustees (Cyprus) Limited
Fiduciana Directors Limited


Ganna Khomenko
For and on behalf of:
Fiduciana Nominees (Cyprus) Limited
Fiduciana Management Limited


Tatiana Gurina
For and on behalf of
Granada Capital CY Limited