

ROS AGRO PLC

(the "Company")

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS HELD
IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION AT THE
COMPANY'S REGISTERED OFFICE ON 14 SEPTEMBER 2017 AT 10:00 A.M.**

Present:

Fiduciana Nominees (Cyprus) Limited – represented by Ms. Maro Griva

Fiduciana Trustees (Cyprus) Limited – represented by Ms. Maro Griva

Fiduciana Directors Limited – represented by Ms. Ganna Khomenko

Fiduciana Management Limited – represented by Ms. Ganna Khomenko

Maxim Basov – represented by Ms. Ganna Khomenko by proxy

Granada Capital Cy Limited – represented by Ms. Daria Lebedeva Georgiou by proxy

BNY (Nominees) Limited – represented by Ms. Ganna Khomenko by proxy

1. Appointment of Chairperson of the Extraordinary General Meeting

It is proposed that Ms. Ganna Khomenko as proxy of Mr. Maxim Basov be appointed as Chairperson of the Meeting.

ORDINARY RESOLUTION No. 1

THAT Ms. Ganna Khomenko as proxy of Mr. Maxim Basov be appointed as Chairperson of the Meeting.

The Chairperson stated that the purpose for convening this Extraordinary General Meeting is to approve or reject the following items as circulated on the Notice dated 12th August 2017 and attached to these Resolutions.

2. Payment of Dividends

It has been proposed to pay dividends for the 1st half of 2017 in the amount of RUB 1 861 815 178.42 (USD 30 933 688.31).

As the Company owns 2 172 368 of its own GDRs (5 GDRs represent 1 share), which should be excluded from dividends distribution, dividend for the payment should be equal to RUB 69.2 (gross) per ordinary share or RUB 13.84 (gross) per GDR.

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 August 12, 2017, which equals to 60.1873. As a result, the Company should pay USD 1.15 (gross) per share or USD 0.23 (gross) per GDR.

After due consideration, the shareholders resolved that it is in the best interest of the Company to approve and accept the Board's recommendation as presented.

IT WAS UNANIMOUSLY RESOLVED AS FOLLOWS:

ORDINARY RESOLUTION No. 2

THAT the recommendation of the Board to pay to pay dividends for the 1st half of 2017 in the amount of RUB 1 861 815 178.42 (USD 30 933 688.31) **is hereby unanimously approved**. Given that the Company owns 2 212 648 of its own GDRs (5 GDRs represent 1 share), which should be excluded from dividends

distribution, dividend for the payment should be equal to RUB 69.2 (gross) per ordinary share or RUB 13.84 (gross) per GDR.

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 August 12, 2017, which equals to 60.1873. As a result, the Company should pay USD 1.15 (gross) per share or USD 0.23 (gross) per GDR.

3. Termination

There being no business to transact the Chairperson declared the Meeting closed at 11:00 a.m.

Signed:



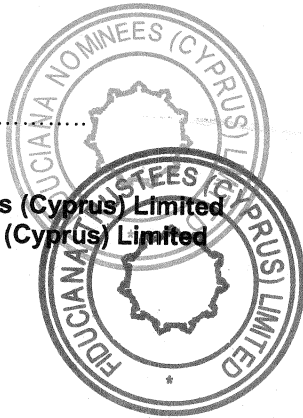
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Ganna Khomenko
Chairperson by proxy from Mr. Maxim Basov
For and on behalf of:
BNY (Nominees) Limited by Proxy



.....
Ganna Khomenko
For and on behalf of:
Fiduciana Directors Limited
Fiduciana Management Limited
Mr. Maxim Basov by Proxy



.....
Maro Griva
For and on behalf of:
Fiduciana Nominees (Cyprus) Limited
Fiduciana Trustees (Cyprus) Limited



.....
Daria Lebedeva Georgiou
For and on behalf of:
Granada Capital Cy Limited
by Proxy

