

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 26TH MAY 2016 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

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

Shiny Property Limited – represented by Ms. Georgia Salame by proxy

1. Appointment of Chairperson, Quorum and Purpose of Convening

It is proposed that Ms. Georgia Salame as proxy of Mr. Maxim Basov 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 chairperson stated that the purpose for convening this Annual General Meeting is to approve or reject the following items as circulated on the Notice dated 25th April 2016 and on the Addendum to the Notice circulated on 16th May 2016 and attached to this Resolution:

1. Adoption of the annual Standalone Financial Statements for 2015;
2. Adoption of IFRS Financial Statements for 2015;
3. Adoption of the Directors' Report for 2015;
4. Adoption of the Auditor's Report for 2015;
5. Adoption of the Annual Report for 2015 (LSE);
6. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2016;
7. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2016;
8. Payment of dividends;
9. Remuneration of Directors;
10. Re-election of the Board of Directors;
11. Any other item.

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 2015 are approved and adopted.
2. That the IFRS Financial Statements for 2015 are approved and adopted.
3. That the Directors' Report for 2015 is approved and adopted.
4. That the Auditor's Report for 2015 is approved and adopted.
5. That the Annual Report for 2015 (LSE) is approved and adopted.
6. That the current Auditor is maintained for the financial year 2016.
7. That the remuneration of the Auditor is to be decided upon by the Board of Directors.
8. That a distribution and payment of dividends 30% of net income for the 2015 is approved, with a total pay-out of 7,137,716,821.37 Roubles. Given the Company has already paid interim dividends for the first half of 2015, with a total pay-out 1 800 958 835.73 Roubles, the distributed amount is 5,336,757,985.64 Roubles or 77,983,329.86 USD. Given that the Company owns 2 212 648 of its own GDRs (5 GDRs represent 1 share), which will be excluded from dividend distribution, the dividend will be 198,45 Rubles or 2,90 USD (gross) per ordinary share or 39,69 Rubles or 0,58 USD (gross) per GDR. The payment of the dividends will be made in US dollars, based on the official foreign exchange rate established by the Central Bank of the Russian Federation on March 28, 2016, which is 68.4346.
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:


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Georgia Salame
Chairperson by proxy from Mr. Maxim Basov
BNY (Nominees) Limited by Proxy


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


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