

## Rusagro announces support for the transfer of ROS AGRO PLC GDRs from NSD to Euroclear

Since February 2022, the European Central Securities Depository Euroclear ceased to execute instructions for securities and cash transfers recorded in the National Settlement Depository (the “NSD”) accounts. In June 2022, as part of the Sixth Sanctions Package, the European Council [included](#) the NSD in the list of sanctioned entities, which resulted in blocking of NSD's accounts with Euroclear. As a result, assets of many individuals not subject to sanction restrictions have become blocked in NSD. The European Council has [entitled](#) authorities of the EU member states with the right to issue permits for transactions related to the termination of legal relations with the NSD.

In this regard, Ros Agro PLC (Rosagro) provides holders of its depositary receipts (the “**Depositary Receipts**”) whose Depositary Receipts are in NSD with the following type of assistance (holders of the Depositary Receipts need to choose one type of assistance of the two):

- (1) Upon application by a holder of the Depositary Receipts, Rosagro will apply to the competent European regulator for a licence to enable transfer of the holder's blocked Depositary Receipts to another depositary specified by the holder and which is not subject to restrictions;

OR

- (2) Rosagro proposes to use the following depositary for the transfer of the Depositary Receipts from the NSD: “Kit Finance” JSC (Kazakhstan) (the “**Depositary**”). In this case the Depositary will proceed with obtaining of a permit for transferring the blocked assets. Please note that holders (or owners) of the Depositary Receipts or their brokers will first need to open custody accounts with the Depositary for transfer of the Depositary Receipts from the NSD. Information on the list of documents required to open accounts with the Depositary can be obtained here <https://www.rusagroup.ru/en/investors/shares/gdrs-transfer-from-nsd/>. For questions regarding opening of the accounts with the Depositary, holders can contact Kristina Schwab via e-mail [k.schwab@brokerkf.ru](mailto:k.schwab@brokerkf.ru) or by telephone + 7 (495) 401-52-13 (ext. 4201). After the Depositary obtains the permit from the European regulator, the Depositary intends to transfer the relevant Depositary Receipts to a custody sub-account with the Central Securities Depository of Kazakhstan (the “**KCSD**”) (Euroclear). The KCSD will be charging a fee of 0.5% of the market value of the Depositary Receipts for the safekeeping of Depositary Receipts. There may be additional charges and fees which can be clarified directly with the Depositary. The deadline for depositing the Depositary Receipts with the Depositary is 15 December 2022.

Pursuant to the amendments made by the European Council to Regulation No 269/2014 dated 17 March 2014, the settlement of blocked assets must be completed by 7 January 2023. In case of obtaining the permit with the assistance of Rosagro, there will be an individual deadline for unblocking of the assets. The examination of the application sent to the competent European regulator (The General Administration of Treasury of Belgium) may take considerable time.

If you are a holder or an owner of the Depositary Receipts, do not plan to use the services of “Kit Finance” JSC (Kazakhstan) and intend to transfer the Depositary Receipts from the NSD please send a free-form application to email address of legal counsel [rosagro@mlvp.ru](mailto:rosagro@mlvp.ru) or a hard copy to the following address: LLC “MLVP”, attention to: Marina Kosheleva, 9 Lesnaya Street, floor 8, room 14 (office 8-56), Moscow, 125196. Please attach the following documents and information to the application:

1. Completed and signed consent to personal data processing and transferring <https://www.rusagroup.ru/en/investors/shares/gdrs-transfer-from-nsd/>.
2. Your last name, first name, patronymic and date of birth (for natural persons), name, TIN, place and date of incorporation (for legal persons), contact details;
3. Scanned copy of Russian internal and international passports and information on residence permit/citizenship of other countries (for natural persons). Scanned copies of relevant documents;
4. Your contact details: mobile phone number, e-mail address for correspondence, address for postal correspondence;
5. Information on the Depositary Receipts you hold. Please specify separately the identification details of the Depositary Receipts held, including ISIN, amount, price at the date of purchase, etc.;
6. Proof of ownership of the Depositary Receipts (depositary account statements);
7. Documents confirming acquisition of ownership to the Depositary Receipts (sale and purchase agreements and other agreements) – if available; and
8. The name of the depositary or broker not subject to restrictive measures, specifying its address and its account with Euroclear or Clearstream, to which you intend to transfer your Depositary Receipts.

If you are submitting your request on behalf of a legal entity, please also provide a complete up-to-date management and ownership structure up to and including the ultimate beneficial owners (natural persons) with relevant supporting documents (articles of association and other constituent documents, extract from the shareholder register issued by the authorised registrar, list of affiliates, quarterly report or other corporate report containing information on the shareholders/owners of the organisation, and any other documents defining the corporate management and ownership structure).\*

Please send documents referred to in paragraphs 1 through 8 to the legal counsel using the addresses indicated above no later than 12 December 2022.

*\*These documents are necessary to determine the sanction status of the legal person.*

The Company continues to explore and evaluate other options for restoring corporate rights of holders of the Depositary receipts held through the NSD. Therefore, the Company does not exclude that it may propose other means to restore corporate rights of holders of the Depositary receipts in the future.

#### *Disclaimer*

*Holders of the Depositary Receipts are responsible for the timely submission of the documents and their completeness and accuracy. Neither Rosagro nor the legal counsel undertake any obligation to verify completeness and accuracy of the documents provided. Rosagro is unable to influence decisions of the European regulators or to ensure that they issue decisions on applications received in relation to the Depositary Receipts. Rosagro will not be responsible for the acts or omissions of any European depositary and/or clearing systems, including Euroclear or Clearstream, in relation to any transfers or other transactions with the Depositary Receipts.*