

**ROS AGRO PLC**  
("the Company")

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY  
HELD AT 10:00 A.M. IN NICE, FRANCE, ON 16<sup>TH</sup> AUGUST 2019**

<b>PRESENT:</b>	Richard Andrew Smyth	- Director
	Anastasios Televantides	- Director
	Maxim Basov	- Director
	Ganna Khomenko	- Director
	Vadim Moshkovich	- Director
	Ganna Khomenko	- On behalf of Fiduciana Secretaries Limited, Secretary

**CHAIRMAN/  
QUORUM**

1. IT WAS RESOLVED that Mr. Vadim Moshkovich be appointed as Chairman 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.

**Q2 2019  
PRESENTATION**

2. A Presentation for Q2 of 2019 was offered to the Board. In brief, the breakdown by division was presented, and Mr. Basov has reported that Q2 2019 showed good results as sales and adjusted EBITDA of the Group continued to improve. Agriculture segment benefited from high sales prices partly caused by increase in export sales and leading to adjusted EBITDA margin growth. Meanwhile, Meat, Sugar and Oil & Fats segments showed strong sales results, but experienced margins drop. Meat segment was negatively influenced by increase in livestock pigs cost due to feed cost growth. Sugar segment faced EBITDA margin decrease due to high sugar prices during 2018 production season and, as result high sugar beet cost, and decrease in sugar prices in Q2 2019 due to market expectations related to overproduction. Oil & Fats sales were triggered by growth of SolPro products sales related to tolling agreement with SolPro plants. However, the margin of this segment dropped due to the lack of EBITDA from SolPro assets on the Company balance, which is compensated through interest income below EBITDA.

**PRESS RELEASE**

3. A draft of the press release, due to be published at the closure of the Meeting, was presented to the Board and it was unanimously resolved that it is approved.

**CAPEX UPDATE**

4. Mr. Basov presented to the Board a report regarding various expansions to be made in all divisions, mentioning the technical details of these expansions.

**AUDIT COMMITTEE  
MEETING/REPORT**

5. Mr. Televantides informed the Board of Directors that a meeting of the Audit Committee (AC) took place in Moscow on Tuesday, 13<sup>th</sup> August 2019. In brief, Mr. Televantides mentioned that the results of the report of the Internal Audit which examined the implementation in line with the recommendations of the AC, were considered to be very satisfactory.

Mr. Televantides reported that PwC has presented their plan for the audit for 2019 and they have confirmed their independence. The Board was further informed that the AC has reviewed and has



approved the Press Release for the financial results of 1H of 2019 and Q2 2019.

**INTERIM  
DIVIDEND  
DECLARATION**

6. The recommendation of the Board is to approve distribution of RUB 1 683 841 245.27 as interim dividends for the year ending as of 31.12.2019.

Considering that as of today the Company owns 2,166,313 of its own GDRs (5 GDRs represent 1 share), which should be excluded from dividends distribution, the Company will pay USD 0.95 (gross) per outstanding share or USD 0.19 (gross) per outstanding 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 16, 2019, which equals to RUB 65.8907 per USD 1. As a result, the interim dividend payment for the year ending as of 31.12.2019 will be USD 25 555 066.88.

The dividend record date is September 13, 2019 (the ex-dividend date is September 12, 2019), the payment date is on or before October 15, 2019.

The Board proposes and recommends that the dividend payment is approved and adopted at the upcoming Extraordinary General Meeting of the Company.

The dividend is consistent with the dividend policy announced 2014.

**EGM**

7. The Board has decided to schedule the Extraordinary General Meeting (EGM) to take place on 13 September 2019 in Cyprus. The Board reviewed the proposed agenda of the EGM to be circulated to the Shareholders and has approved its contents. The Board decided to fix the record date for the Shareholders of the Company on 13<sup>th</sup> of September 2019.

**CHINA PROJECT**

8. Mr. Basov presented the Board with the overview of possible investment in China. The Board has agreed to discuss the details and action plan in the next meeting.

**NEW SUBSIDIARY  
IN HONG KONG**

9. The Board has considered and approved the participation of the Company in the formation of a new subsidiary company in Hong Kong – “Ros Agro Trading Limited”.

**M&A ACTIVITY  
AND STATUS**

10. Mr. Basov briefed the Board on several opportunities and ongoing M&A possibilities for 2019.

**CORPORATE  
STRATEGY**

11. Mr. Basov shared with the Board an overview of the Group's Strategy for the years 2019 to 2025. The presentation summarised the vision and goals of the Group. Mr. Basov facilitated a discussion on the divisional strategies, key enabling strategies and new business opportunities to deliver these goals.

**SPO**

12. Mr. Basov provided an update on the market situation and preparation for the SPO.

**TERMINATION:**

11. There being no other business, the Meeting is concluded at 13:00.



THE SECRETARY

Fiduciana Secretaries Limited



THE CHAIRMAN

Vadim Moshkovich

