

## ROS AGRO PLC

### NOTICE OF EXTRAORDINARY GENERAL MEETING (EGM)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the Company's registered office in Nicosia, Cyprus, on 28<sup>th</sup> April 2023 at 10:00 a.m. (Cyprus time) to transact the business on the agenda outlined within Schedule A and Schedule B attached hereto.

BY ORDER OF THE BOARD  
For and on behalf of  
Ros Agro Plc

  
.....  
Fiduciana Secretaries Limited  
Secretary

Date: 7<sup>th</sup> April 2023  
Ros Agro Plc,  
Registered Office:  
25 Aphrodite Street, 3<sup>rd</sup> floor  
office 300, 1060 Nicosia, Cyprus  
Fax: +357 22766022  
E-mail: [anna.homenko@fiduciana.net](mailto:anna.homenko@fiduciana.net)

**NOTE:** Should any member of the Company wish to discuss any other item during the meeting, they are kindly requested to contact the Company Secretary as soon as possibly convenient in order to have the additional item inserted on the Agenda list. All appendices/materials relating to the additional item should also be provided to the Company Secretary for circulation.

Any member of the Company entitled to attend, speak and vote at the abovementioned meeting may appoint a proxy to attend, speak with the same rights as the member and, on a poll, vote instead of the member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company. A specimen of the proxy is attached hereto as Schedule B. Please return the notice of attendance or proxy form by regular mail, facsimile or e-mail by 27<sup>th</sup> of April 2023 to:

Ros Agro Plc,  
Registered Office:  
25 Aphrodite Street, 3<sup>rd</sup> floor  
office 300, 1060 Nicosia, Cyprus  
Fax: +357 22766022  
E-mail: [anna.homenko@fiduciana.net](mailto:anna.homenko@fiduciana.net) or [info@fiduciana.net](mailto:info@fiduciana.net)

Each person entitled to attend the Meeting may appoint a Proxy to represent them in the Meeting in a form attached to this Notice as Appendix B.

ROS AGRO PLC is a public limited liability company incorporated under the laws of the Republic of Cyprus. As of the date of this notice, the Company has issued 27,333,333 shares, of EUR 0,01 shares, each of which represents one vote. The shares also have equal rights in all other respects. For the purpose of this Extraordinary General Meeting the record date shall be the 27<sup>th</sup> April 2023; only those members who are registered shareholders on that date have the right to participate and vote at the meeting.

This notice and its appendices, as well as the company's articles of association and the memorandum of association, are also available at the Company's homepage: <http://www.rusagrogroup.ru/>.

Schedules:

- A. Agenda of the Extraordinary General Meeting
- B. Notice of attendance and proxy form

For any further clarifications or assistance please contact the Company Secretary at [info@fiduciana.net](mailto:info@fiduciana.net)

**SCHEDULE A**

**ROS AGRO PLC**

**Agenda – Extraordinary General Meeting**

Nicosia, Cyprus 28<sup>th</sup> April 2023

1. Appointment of Chairperson of the Extraordinary General:

**PROPOSED ORDINARY RESOLUTION No. 1**

**THAT** Ms. Ganna Khomenko be appointed as a chairperson of the meeting.

2. Election of the Board of Directors:

**PROPOSED ORDINARY RESOLUTION No. 2**

**THAT** the Board of Directors is elected in the following composition, for the next financial year, effective as from the closing of this Meeting:

Mr. Sergei Koltunov;  
Ms. Axana Mansourian;  
Ms. Mariia Egorova;  
Mr. Alexey Smagin; and  
Mr. Rafik Magzhanov

3. Election of the members of the Audit committee for 2023:

**PROPOSED ORDINARY RESOLUTION No. 3**

**THAT** the members of the Audit committee for 2023 are elected in the following composition:

Ms. Axana Mansourian  
Ms. Mariia Egorova;  
Mr. Alexey Smagin

## SCHEDULE B

### NOTICE OF ATTENDANCE

#### EXTRAORDINARY GENERAL MEETING 28<sup>TH</sup> APRIL 2023 OF ROS AGRO PLC

Notice of your attendance at the Extraordinary General Meeting of ROS AGRO PLC on 28<sup>th</sup> April 2023 can be given using this notice. The notice should be sent to ROS AGRO PLC so that it is received by the company by 27<sup>th</sup> April 2023.

Address:

Ros Agro Plc,  
Registered Office:  
25 Aphrodite Street, 3<sup>rd</sup> floor  
office 300, 1060 Nicosia, Cyprus  
Fax: +357 22766022  
E-mail: [anna.homenko@fiduciana.net](mailto:anna.homenko@fiduciana.net) or [info@fiduciana.net](mailto:info@fiduciana.net)

If you have registered but are unable to attend, you are entitled to appoint another person to attend the meeting on your behalf by submitting a signed and dated proxy to the Company at the address set out above or to the Company secretary by 27<sup>th</sup> April 2023.

The undersigned will attend the Extraordinary General Meeting of ROS AGRO PLC on 28<sup>th</sup> April 2023 and *(please tick)*:

<input type="checkbox"/>	Vote for my/our shares
<input type="checkbox"/>	Vote for shares pursuant to the enclosed proxy(ies)

Number of shares: \_\_\_\_\_

The name and address of the shareholder:

\_\_\_\_\_  
*(please use capital letters)*

\_\_\_\_\_  
Date

\_\_\_\_\_  
place

\_\_\_\_\_  
signature of the shareholder\*

**\*IMPORTANT NOTICE: PLEASE INCLUDE TITLE OF AUTHORISED SIGNATORY AND ATTACH EVIDENCE OF AUTHORITY**

## PROXY

WE/I, \_\_\_\_\_, of \_\_\_\_\_, being a member of the above-named Company, hereby appoint Ms./Mr. \_\_\_\_\_, holder of I.D/passport No. \_\_\_\_\_ or failing her/him Ms./Mr. \_\_\_\_\_, holder of I.D./passport No. \_\_\_\_\_ as our/my proxy to 28<sup>th</sup> April 2023, and at any adjournment thereof.

WE/I expressly instruct our/my proxy to vote on the following matters, as shown below:

1. Appointment of Chairperson of the Extraordinary General Meeting;

***FOR/AGAINST/ABSTAIN***

2. Election of the Board of Directors in the following composition, for the next financial year, effective as from the closing of this Meeting:

Mr. Sergei Koltunov;  
Ms. Axana Mansourian;  
Ms. Mariia Egorova;  
Mr. Alexey Smagin; and  
Mr. Rafik Magzhanov

***FOR/AGAINST/ABSTAIN***

3. Election of the members of the Audit committee for 2023 in the following composition:

Ms. Axana Mansourian  
Ms. Mariia Egorova;  
Mr. Alexey Smagin

***FOR/AGAINST/ABSTAIN***