

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

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**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY**  
**HELD AT THE LANESBOROUGH HOTEL IN LONDON, UNITED KINGDOM**  
**ON 13<sup>TH</sup> MARCH 2019 AT 9:00 A.M.**

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<b>PRESENT:</b>	Richard Andrew Smyth	- Director
	Anastasios Televantides	- Director
	Maxim Basov	- Director
	Vadim Moshkovich	- Director, chairman
	Ganna Khomenko	- Director
	Ganna Khomenko	- Secretary of the meeting

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**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.

**12 MONTHS 2018 &  
Q4 2018 BUSINESS  
RESULTS**

2. A Presentation for the actual 12 months of 2018 was made. Mr. Basov reported that there was a decrease in the sugar division in 12M 2018 compared to 2017, due to a decrease in sales volume of sugar. However, the meat division enjoyed an increase in sales due to high sales prices and volume of processed pork. The sales in the agricultural division were increased as well, as a result of an increase in sales prices of all crops in 12M 2018 against 2017. There was also an increase in the sales volume and sales prices of bulk oil, bottled oil and meal, which resulted in increased sales in Oil & Fats division.

Commenting on the results of Q4 2018, it was said that the sugar sales decreased as a result of a decrease in sales volume of sugar due to the transfer of the sales on spring and summer 2019. The meat division enjoyed increased sales due to an increase in sales price and sales volume of processed pork. There was also an increase of sales in agriculture segment, due to high prices of almost all crops and higher sales volume of sugar beet, wheat and sunflower. The Oil & Fats sales were also increased as a result of tolling scheme on Solnechnie Produkti assets, an increase in sales volume of bottled oil and increase in sales prices of bulk oil, bottled oil and meal.

Mr. Basov also reported that in Q4 2018, EBITDA augmented in all business units due to the lower costs. Net income of the company increased as well as net debt and capital expenditures.

**PRESS RELEASE  
ON FINANCIAL  
RESULTS 12M 2018**

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.

**AUDIT  
COMMITTEE**

4. Mr. Televantides informed the Board of Directors that meeting of the Audit Committee (AC) took place in Moscow on 11<sup>th</sup>

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**REPORT**

March 2019. He stated that the AC has reviewed the Audited Consolidated Financial Statements as at 31<sup>st</sup> December 2018 and recommends to the Board their approval.

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Mr. Televantides informed the Board that the Company is in full compliance with all governance of tax and legal matters and there were no significant issues or concerns found in the IFRS.

Work carried out by Internal Audit has also been reviewed.

It was proposed and unanimously resolved that the Board approves the International Financial Reporting Standards Consolidated Financial Statements for the year ended 31<sup>st</sup> December 2018 and the Independent Auditor's Report.

The Directors Mr. Vadim Moshkovich and Mr. Maxim Basov were authorised to sign the Financial Statements for and on behalf of the Company.

**DECLARATION OF DIVIDENDS**

5. The Board has recommended to the Annual General Meeting of shareholders to be held on April 26, 2019 to approve distribution of RUB 4 476 263 981.80 as dividends for 2018, which constitutes 35% of total consolidated comprehensive income attributable to shareholders for 2018. Given that the Company has already approved in September distribution of interim dividends for the first half of 2018 in amount of RUB 1 026 425 986.25, the outstanding amount for 2018 is RUB 3 449 837 995.55.

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 March 13, 2019, which equals to RUB 65.7674 per USD 1. Therefore, the total dividend payment for the second half of 2018 will be USD 52 455 137.28. The total pay-out of dividends for the full year 2018 will be USD 68 595 179.52. GDRs, owned by the Company at dividend record date, shall be excluded from dividend distribution. The exact amount of dividend per share/GDR will be fixed at the dividend record date which is 26 April 2019 (the ex-dividend date is 25 April 2019). The payment of the dividends should be gross.

The payment date is on or before 30 May 2019.

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

**ANNUAL REPORT 2018**

6. The Annual Report design and concept were presented to the Board.

**AUDITOR FOR 2019 AND REMUNERATION**

7. The Board ratifies its decision to maintain the current Auditor, PwC of Limassol, Cyprus, for the year 2019.
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The Board proposes and **unanimously** approves to recommend at the AGM that the remuneration of the Auditor is to be decided upon by the Board of Directors in due course.

**BUSINESS PLAN  
2019**

8. Mr. Basov presented to the Board the Business Plan for 2019 and briefed the Board on the Company's goals and strategies focusing on each different division.

**CAPEX UPDATE**

9. A presentation of the 2019 forecast and review of internal Capex was presented to the Board outlining all major projects, investment in each project and the actual payback period. The Board unanimously resolved to approve the revised 2019 budget and Capex.

**MANAGEMENT  
CHANGES AND  
REMUNERATION,  
OPTION PLAN**

10. The senior management changes in Q4 2018 and Q1 2019 were presented and the Board was updated on the key opened positions.

**M&A ACTIVITY**

11. Mr. Basov has updated the Board in respect of several M&A possibilities for the Group in 2019.

**SPO**

12. The possibility of the upcoming SPO has been discussed by the Board.

**AMENDMENTS TO  
THE ARTICLES OF  
ASSOCIATION**

13. Certain proposed changes to the Company's Articles of Association were presented to the Board for review and consideration.

After due consideration, the Board proposes and recommends that the amendments to the Articles of Association of the Company are approved and adopted at the Annual General Meeting of the Company on 26<sup>th</sup> April 2019.

**CYPRUS OFFICE:  
2018 ANNUAL  
RESULTS,  
BUDGET FOR 2019  
AND OTHER  
MATTERS**

14. After due consideration of proposed materials, the Board has approved new organizational structure of the Company, report on execution of 2018 Company's budget and 2019 budget, including the proposed changes in salaries of Ganna Khomenko and Maxim Basov.

**AGM DATE,  
PLACE AND  
AGENDA**

15. The Board has decided to schedule the Annual General Meeting (AGM) to take place on 26<sup>th</sup> April 2019 in Cyprus. The Board reviewed the proposed agenda of the Annual General Meeting, 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 26<sup>th</sup> of April 2019.

**SOLNECHNIYE  
PRODUKTY  
ACQUISITION**

16. The Board discussed that the Company would need to seek legal advice in order to establish any EU legal implications of the deal structure of the Solnechniye Produkt acquisition. It was agreed that legal counsel were to be instructed to carry out a legal assessment and, what course of action the Company and the Directors may need to take.

TERMINATION:

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

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THE SECRETARY

Ganna Khomenko

  


THE CHAIRMAN

Vadim Moshkovich

