

ROS AGRO PLC

(the "Company")

RESOLUTION IN WRITING SIGNED BY ALL THE DIRECTORS OF THE COMPANY IN ACCORDANCE WITH ARTICLE 108 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY DATED 17TH JULY 2012

We, the undersigned, being all Directors of the Company, which on the date set out above are entitled to attend and vote at a meeting of the Board of Directors of the Company, having considered the Resolutions set out hereunder, **HEREBY UNANIMOUSLY RESOLVE** that the following Resolutions of the Company be passed with effect from the date hereof and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a meeting of the Board of Directors of the Company duly convened and held:

IT WAS UNANIMOUSLY RESOLVED AS FOLLOWS:

After due consideration the directors resolved that it is in the best interest of the Company to Buy Back a number of the Company's Global Depository Receipts (GDRs) up to the amount of US\$ 30 million at any time within the year 2012.

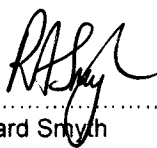
That the terms and conditions of the Buy Back and any documents contemplated by the Buy Back be and are hereby approved as being in the best interests of and to the advantage and further commercial benefit of and within the powers of the Company and that the execution, if required, and delivery by the Company of any documents and the exercise by the Company of its rights and performance of its obligations as contemplated and provided by any document would not contravene any provision of the memorandum and articles of association of the Company or any agreement or any obligations of the Company.

In addition to and without limiting in any way the authorization granted above to execute any of the document, if required, as deeds without the need to affix the common seal of the Company thereon, in case any of the above documents are executed under the common seal of the Company, this shall be affixed in the presence of an additional Director of the Company or in the presence of the Secretary of the Company.

THAT these Resolutions may be signed in one or more like counterparts and by one or more Directors and a copy (including a facsimile or electronic version) of such signed counterpart shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date of this Resolution.

THE DIRECTORS

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Ganna Khomenko


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Richard Smyth

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Maxim Basov

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Anastasios Televantides


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Natalia Bykovskaya