

APPROVED  
by Resolution of the Board of Directors of  
ROS AGRO PLC of June 09, 2011

# **INFORMATION POLICY REGULATIONS**

**ROS AGRO PLC**

Limassol (Cyprus)  
**2011**

## **GENERAL**

1.1. The ROS AGRO PLC (“Company”) Information Policy Regulations (“Regulations”) have been elaborated in accordance with the applicable laws of the UK, Republic of Cyprus, Articles of Association and the Company’s other internal documents, with allowance for international corporate management practices.

1.2. Disclosure of the Company information shall mean bringing it to the notice of shareholders, investors, professional securities market players and other persons concerned to the extent required for decision making with respect to participation in the Company or other actions capable of affecting the Company’s business and financial performance.

1.3. These Regulations have been developed for the following purposes:

1.3.1. Protection of rights and legitimate interests of the Company’s shareholders;

1.3.2. Meeting the requirements applied in the UK for the companies the issuers of the securities being a basic asset for Global Depositary Receipts (GDR) circulating on the London Stock Exchange ("LSE") and listed in the Official Register of the United Kingdom Listing Authority ("UKLA");

1.3.3. Identifying a list of publicly accessible documents and information to be disclosed to all persons concerned, regardless the purpose of obtaining (publicly disclosed information);

1.3.4. Identifying a list of documents and information to be furnished to shareholders and their representatives;

1.3.5. Establishing an information delivery procedure (methods and timing);

1.4. The Company’s Board of Directors shall approve, alter and amend, and monitor compliance with these Regulations.

1.5. Liability for disclosure of the Company information shall rest with the Company’s sole executive body that supervises the Company’s business subdivisions responsible for implementing the Company’s information policy.

## **2. BASIC PRINCIPLES OF INFORMATION POLICY**

2.1. When disclosing information, the Company shall abide by the following principles:

2.1.1. The principle of compliance with laws means that the Company expresses its determination to necessarily meet all the information disclosure requirements provided by laws of the country where the Company’s securities are placed and traded.

2.1.2. The regularity principle means that the Company intends on a regular basis to furnish information to its shareholders, investors and other persons concerned.

2.3. The promptitude principle means that the Company intends, as soon as possible, to inform its shareholders, investors and other persons concerned of the most important events and facts concerning the Company’s activities.

2.4. The accessibility principle means that methods of furnishing significant Company information to shareholders, investors and other persons concerned will provide them with free and easy access to such information.

2.5. The fidelity principle means that the Company intends to provide its shareholders, investors and other persons concerned, with true information and will ensure that provided information is not corrupted or erroneous.

2.6. The objectivity and integrity principle means that the Company intends to provide information sufficient to give shareholders, investors and other persons concerned the most complete idea about an issue of their interest.

2.7. The equality principle means that the Company ensures equal rights and opportunities of obtaining information and access thereto for all groups of persons concerned. When disclosing information, the Company shall not give priority to some recipient groups over others.

2.8. The openness principle means that the Company seeks to maximize the exercise of rights for shareholders, investors and other persons concerned to obtain information about day-to-day operations; financial, social and other results; plans for the future and other data, while maintaining a reasonable balance between openness and interests of the Company.

2.9. The confidentiality principle means that the Company ensures confidential treatment of information constituting a state and/or commercial secret and/or another secret protected by law in accordance with applicable laws. The Company exercises control over distribution and use of insider information established by the Company's internal documents and applicable laws.

2.10. All information disclosed by the Company is subdivided into two groups:

- data (information) to be provided in a mandatory manner, under laws governing the placement of the Company's securities;

- data (information) that is disclosed at the Company's own discretion.

### **3. PUBLIC INFORMATION**

3.1. Information and documents specified in this section are considered by the Company to be public. Information and documents considered by the Company to be public (or publicly disclosed) are to be provided to all persons concerned.

3.2. Information and documents specified in this section shall be disclosed subject to the procedure established by applicable laws and these Regulations, posted as publicly available data on the Company's official website ([www.rusagrogroupp.ru](http://www.rusagrogroupp.ru)) and shall be available for familiarization at the Company's mailing address: 12 Mikinon Street, 6<sup>th</sup> floor, 1065, Nicosia, Cyprus.

3.4. Information on the Company's securities and operations to be disclosed in a mandatory manner under the UK laws:

3.4.1. On anticipated changes in the Company's capital structure, such as an additional issue, redemption of earlier issued unlisted securities etc.;

3.4.2. On redemption of listed securities;

3.4.3. On the results of a new issue of listed securities or of public offering of the existing securities;

3.4.4. The Company's annual report and consolidated annual financial statements compiled in accordance with the International Accounting Standards (IAS) and an independent expert's opinion on such statements;

3.4.5. On changes in the Company's depository;

3.4.6. On the Company's insider information;

3.4.7. On possible changes in the Company's Articles of Association;

3.4.8. On transactions with the Company's block of shares in excess of 2%;

3.4.9. On the Company's subsidiaries and transactions related thereto;

3.4.10. Other information prescribed by the UK laws.

### **4. INFORMATION DISCLOSURE PROCEDURE**

4.1. When disclosing information under these Regulations and applicable laws, the Company shall do it in Russian and English.

4.2. Information on material facts and data which may affect the cost of the Company's securities and which are liable to mandatory disclosure, are published in Dow Jones, Bloomberg and Reuters news feeds;

4.3. Information on material facts and data which may affect the cost of the Company's securities and which are liable to mandatory disclosure of which is related to GDR circulation on the London Stock Exchange (LSE) shall be disclosed through the Regulatory News Service (RNS);

4.4. The Company shall publish all information to be disclosed under these Regulations and applicable laws under which the Company's securities have been placed, as well as information on its operations and those of its significant subsidiaries and/or affiliates, internal documents, press releases, reports, news, articles, interviews, advertising and other information on the Company's website.

Address of the Company's website used for disclosure of information: <http://www.rusagrogroupp.ru>.

4.5. A quarterly and half year reports shall be drawn up at the end of each quarter, as of the date of termination of a completed reporting quarter in accordance with IAS. The text of quarterly and half year

reports shall be adopted by Audit Committee and half year report also shall be adopted by Board of Directors. The text of quarterly and half year reports shall be posted on the Company's website within 70 days from the date on which a relevant quarter ends and shall be available on an Internet page for at least 3 years from the posting date. During the 1<sup>st</sup> business day after the posting of a quarterly report the Investment Department holds a teleconference on the quarter's performance.

4.6. Information that may affect materially the cost of the Company's securities shall be disclosed by the Company in the form of reports in case of events stipulated by applicable laws.

A report on information that may affect materially the cost of the Company's securities shall be available on an Internet page for at least 3 years from the posting date.

4.7. The Company shall post the text of the Annual Report on the Company's website page within 5 days since the date on which the minutes are drawn up of the Company's general meeting of shareholders, Audit Committee and Board of Directors that has resolved to approve the Annual Report. The text of the Company's Annual Report shall be available on an Internet page for at least 3 years from the posting date. During the 1<sup>st</sup> business day after the posting of a Annual report the Investment Department holds a teleconference on the year's performance.

4.8. The Company shall disclose information about the contents of its Articles of Association with all alterations and/or amendments made thereto. In case the Articles of Association are altered and/or amended (a revised version of the Articles of Association is adopted), the altered and/or amended text of the Articles of Association (text of the revised version of the Articles of Association) shall be posted on an Internet page within 5 days of receipt by the Company of a written notice (certificate) from an authorized public body date about state registration of such alterations and/or amendments (state registration of the revised version of the Articles of Association).

The altered and/or amended text of the Articles of Association shall be available on the Company's website page until the date on which an entry about liquidation of the Company is made in the Unified State Register of Legal Entities.

## **5. INFORMATION TO BE DELIVERED TO SHAREHOLDERS AND DELIVERY PROCEDURE**

5.1. Apart from the information referred to in Section 4 of these Regulations, all shareholders and their representatives are, under applicable laws of the UK and the Republic of Cyprus, provided with access to the following documents at: 12 Mikinon Street, 6<sup>th</sup> floor, 1065, Nicosia, Cyprus.

5.1.1. Company's constituent and other statutory documents;

5.1.2. Company's accounting statements;

5.1.3. Information on the Company's management bodies;

5.1.4. Information on the members of the Company's management bodies and their work;

5.1.5. Information on the Company's Committees;

5.1.6. Information on the members of the Company's Committees and their work;

5.1.7. Information on the Company's auditor;

5.1.8. Prospectus offering 4,400,000 ordinary shares of the Company in the form of global depositary receipts.

5.2. Information shall be provided to the Shareholders at their request. To receive information, a Shareholder shall send a message, which indicate the subject of the request and address, to which documents/information should be sent, to the Company's mailing or e-mail address ([ir@rusagrogroupp.ru](mailto:ir@rusagrogroupp.ru)). Documents and/or information shall be furnished as a scanned electronic copy. If documents and/or information are to be furnished in another format (in hard copy; certified, apostilled or another form), the Company shall notify the requesting Shareholder of the approximate cost of what will have to be done, fulfill the request and send the Shareholder information on all the costs related to fulfillment in the form of an invoice. All requests shall be fulfilled within a reasonable period needed for fulfillment.

## **6. PROCEDURE FOR PROVIDING INFORMATION TO MEMBERS OF THE BOARD OF DIRECTORS**

6.1. The members of the Company's Board of Directors shall be provided with all information they need to perform their functions. The Company's executive officers and staff of business subdivisions shall promptly submit complete and reliable information concerning items on the agenda of the Board of Directors' meetings and at the request of any member of the Board of Directors. Once received, information requested by the members of the Board of Directors shall be given to them through the secretary of the Company's Board of Directors within 5 business day.

## **7. DELAY OF PUBLIC DISCLOSURE OF INFORMATION**

7.1. The Company may, at its risk, delay information posting, if such information may be detrimental to the Company's legitimate interests, provided that:

7.1.1. Such action will not mislead the public;

7.1.2. Any person provided with access to such information shall be made aware of the liability to keep it confidential, regardless of such liability under a law, rules or contract;

7.1.3. The Company is capable of ensuring confidentiality of such information.

## **8. ASSUMPTIONS IN THE PRESS**

8.1.1. If there are any assumptions in the press or rumors circulating in the market as regards the Company, the Company determines whether the information disclosure obligation arises in this situation in accordance with the Information Disclosure and Transparency Regulations.

8.1.2. If assumptions in the press or rumors in the market are basically true, the Company appears no longer able to keep insider information confidential and shall therefore disclose such information as soon as possible.

## **9. INFORMATION DISCLOSED AT THE COMPANY'S WILL AND DELIVERY PROCEDURE**

9.1. At the Company's will, information shall be disclosed by a business division in charge of public relations by using information media, including press releases, news conferences, booklets, brochures and the Company's website.

9.2. Pertaining to information disclosed at the Company's will is one for appraisal of the value of and return on capital and concerning the factors forming the value of the Company's shares, specifically:

9.2.1. General Company information, information about the Company's strategic goals and objectives, current financial and economic performance and development prospects, Company's market share and industry information;

9.2.2. Information about the Company's dividends, relevant information about resolutions by the Board of Directors, including information about the work of the Board of Directors committees, and share price information;

9.2.3. Company's history, Company's thematic presentations, speeches and interview of executives, new conferences, analytical reviews of independent experts and recommendations by investment analysts;

9.2.4. Company information in the form of press releases, relevant for investment decision making and having a dramatic effect on all public information about the Company;

9.2.5. Information about the Company management: members of the Board of Directors, Director General.

The Board of Directors may establish a list of supplementary information disclosed at the Company's will.

9.3. Individuals authorized to make public statements for the Company:

9.3.1. Mr.Basov and Mr. Smyth are the Directors of the Company authorized to make public statements on behalf of the Company;

9.3.2. When information is disclosed by the individuals referred to in cl. 9.3.1 of these Regulations, the principle of reasonableness and responsibility shall be abided by, taking account of the restrictions established by applicable laws with regard to disclosure of insider information and information containing state, commercial or another secret protected by law.

## **10. FINAL PROVISIONS**

10.1. These Regulations are approved by the Company's Board of Directors and may be amended and altered by the Company's Board of Directors.

10.2. If a change in laws and the Articles of Association results in individual clauses of these Regulations coming into conflict therewith, such clauses shall become null and void and until these Regulations are altered