

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 10 June 2022 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: 6th May 2022
Ros Agro Plc,
Registered Office:
25 Aphrodite Street, 3rd floor
office 300, 1060 Nicosia, Cyprus
Fax: +357 22766022
E-mail: 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 9 of June 2022 to:

Ros Agro Plc,
Registered Office:
25 Aphrodite Street, 3rd floor
office 300, 1060 Nicosia, Cyprus
Fax: +357 22766022
E-mail: anna.homenko@fiduciana.net or 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 10 June 2022; 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

SCHEDULE A

ROS AGRO PLC

Agenda – Extraordinary General Meeting

Nicosia, Cyprus 10th June 2022

1. Appointment of Chairperson of the Annual General Meeting – it is proposed that Mr. Maxim Basov (or his Proxy) be appointed as chairperson of the meeting.

PORPOSED ORDINARY RESOLUTION No. 1

THAT Mr. Maxim Basov (or his Proxy) be appointed as chairperson of the meeting.

2. Election of the Board of Directors in the following composition:
Ms Ganna Khomenko;
Mr. Maxim Basov;
Mr. Konstantinos Konstantinidis;
Mrs. Androulla Koumourou; and
Mr. Yury Zhuravlev¹.

PORPOSED ORDINARY RESOLUTION No. 2

THAT election of the Board of Directors in the following composition be approved:

Ms Ganna Khomenko;
Mr. Maxim Basov;
Mr. Konstantinos Konstantinidis;
Mrs. Androulla Koumourou; and
Mr. Yury Zhuravlev.

3. GDRs listing:
The Company's global depositary receipts (ISIN: US7496552057, "GDR") issued from time to time against the deposit of ordinary shares with the Bank of New York Mellon (the "Depositary") are currently admitted to the Official List maintained by the Financial Conduct Authority (UK) and admitted to trading on the London Stock Exchange (LSE).

It is proposed that the Company may proceed with any of the following as may be decided:

- 1) to extend or change list of venues where GDRs are listed at and admitted to trading, if the Board of the Company considers it necessary or reasonable; and (or)
- 2) to cancel listing at and (or) admission of GDRs to LSE; and (or)
- 3) to obtain listing at and admission to trading of its GDRs on any other stock exchange.

PORPOSED ORDINARY RESOLUTION No. 3

THAT each and any of the following actions are hereby approved and may be executed by the Board at its own discretion (if the Board deems it necessary or reasonable on whichever basis): (1) cancelation of Company's GDRs listing and admission to trading on LSE, and (or) (2) obtaining of listing at and admission to trading of the GDRs on any other internationally recognised stock exchange.

The Board is hereby authorized to perform and execute all the actions and documents as may be required or recommended at Board own discretion to execute all or any of contemplated transactions, including change of the main trading venue to which Company's GDRs are admitted, as well as determine to which authority(ies) and /or stock exchange(s) the Company shall apply for admission for listing at and/or trading of its GDRs.

This resolution shall be effective until 31 December 2024

¹ New member of the Board of Directors, Mr. Yury Zhuravlev is the holder of 7.22% shares in ROS AGRO PLC.

SCHEDULE B

NOTICE OF ATTENDANCE

EXTRAORDINARY GENERAL MEETING 10TH OF JUNE 2022 OF ROS AGRO PLC

Notice of your attendance at the Extraordinary General Meeting of ROS AGRO PLC on 10th of June 2022 can be given using this notice. The notice should be sent to ROS AGRO PLC so that it is received by the company by 9th of June 2022.

Address:

Ros Agro Plc,
Registered Office:
25 Aphrodite Street, 3rd floor
office 300, 1060 Nicosia, Cyprus
Fax: +357 22766022
E-mail: anna.homenko@fiduciana.net or 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 9th of June 2022.

The undersigned will attend the Extraordinary General Meeting of ROS AGRO PLC on 10th of June 2022 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 10th of June 2022, 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. To approve the election of the Board of Directors in the following composition:

Ms Ganna Khomenko;
Mr. Maxim Basov;
Mr. Konstantinos Konstantinidis;
Mrs. Androulla Koumourou; and
Mr. Yury Zhuravlev.

FOR/AGAINST/ABSTAIN

3. GDRs listing - to approve each and any of the following actions and to confirm that each and any of the following actions may be executed by the Board at its own discretion (if the Board deems it necessary or reasonable on whichever basis): (1) cancelation of Company's GDRs listing at and admission to trading on LSE, and (or) (2) obtaining of listing at and admission to trading of the GDRs on any other internationally recognized stock exchange.

To authorize the Board to perform and execute all the actions and documents as may be required or recommended at the Board own discretion to execute all or any of contemplated transactions, including change of the main trading venue to which Company's GDRs are admitted, as well as determine to which authority(ies) and /or stock exchange(s) the Company shall apply for admission for listing and/or trading of its GDRs.

FOR/AGAINST/ABSTAIN