

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 13 September 2019 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: 16 August 2019
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 12 of September 2019 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

Proxy may, if desirable, be given to Ganna Khomenko and a proxy need not be a shareholder of ROS AGRO PLC.

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 13 September 2019; 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 13th of September 2019

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

PROPOSED ORDINARY RESOLUTION No. 1

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

2. Payment of interim dividends for the year ending as of 31.12.2019

PROPOSED ORDINARY RESOLUTION No. 2

THAT to approve dividend distribution of RUB 1 683 841 245.27 as interim dividends for the year ending as of 31.12.2019.

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 August 16, 2019, which equals to RUB 65.8907 per USD 1. Therefore, the interim dividend payment for the year ending as of 31.12.2019 will be USD 25 555 066.88.

Considering that the Company owns 2,166,313 of its own GDRs (5 GDRs represent 1 share), which will be excluded from dividend distribution, the Company will pay USD 0.95 (gross) per share or USD 0.19 (gross) per GDR.

SCHEDULE B

NOTICE OF ATTENDANCE

EXTRAORDINARY GENERAL MEETING 13TH OF SEPTEMBER 2019 OF ROS AGRO PLC

Notice of your attendance at the Extraordinary General Meeting of ROS AGRO PLC on 13th of September 2019 can be given using this notice. The notice should be sent to ROS AGRO PLC so that it is received by the Company by 12th of September 2019.

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 12th of September 2019.

The undersigned will attend the Extraordinary General Meeting of ROS AGRO PLC on 13th of September 2019 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 13th of September 2019, 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. **Payment of interim dividends for the year ending as of 31.12.2019** - to approve dividend distribution of RUB 1 683 841 245.27 as interim dividends for the year ending as of 31.12.2019.

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 August 16, 2019, which equals to RUB 65.8907 per USD 1. Therefore, the interim dividend payment for the year ending as of 31.12.2019 will be USD 25 555 066.88.

Considering that the Company owns 2,166,313 of its own GDRs (5 GDRs represent 1 share), which will be excluded from dividend distribution, the Company will pay USD 0.95 (gross) per share or USD 0.19 (gross) per GDR.

FOR/AGAINST/ABSTAIN

3. Any other matters proposed by the Directors at the Board of Directors' Meeting.

UP TO THE DISCRETION OF MY PROXY