

ROS AGRO PLC
(the "Company")

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS HELD
IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION AT THE
COMPANY'S REGISTERED OFFICE ON 14 SEPTEMBER 2018 AT 10:00 A.M.**

Present:

Fiduciana Nominees (Cyprus) Limited – represented by Ms. Ganna Khomenko

Fiduciana Trustees (Cyprus) Limited – represented by Ms. Ganna Khomenko

Fiduciana Directors Limited – represented by Ms. Ganna Khomenko

Fiduciana Management Limited – represented by Ms. Ganna Khomenko

Maxim Basov – represented by Ms. Maro Evi Koulla Griva by proxy

Granada Capital Cy Limited – represented by Ms. Tatiana Gurina

BNY (Nominees) Limited – represented by Ms. Maro Evi Koulla Griva by proxy

1. Appointment of Chairperson of the Extraordinary General Meeting

It is proposed that Ms. Maro Evi Koulla Griva as proxy of Mr. Maxim Basov be appointed as Chairperson of the Meeting.

ORDINARY RESOLUTION No. 1

THAT Ms. Maro Evi Koulla Griva as proxy of Mr. Maxim Basov be appointed as Chairperson of the Meeting.

The Chairperson stated that the purpose for convening this Extraordinary General Meeting is to approve or reject the following items as circulated on the Notice dated 13th August 2018 and attached to these Resolutions.

2. Payment of Dividends

It has been proposed to pay dividends for the 1st half of 2018 in the amount of RUB 1 026 425 986.25 (USD 16 140 042.24).

As the Company owns 2 166 313 of its own GDRs (5 GDRs represent 1 share), which should be excluded from dividends distribution, the Company will pay USD 0.60 (gross) per outstanding share or USD 0.12 (gross) per outstanding GDR.

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 09 August 2018, which equals to RUB 63.5950 per USD 1. Therefore, the dividend payment for the first half of 2018 will be USD 16 140 042.24.

After due consideration, the shareholders resolved that it is in the best interest of the Company to approve and accept the Board's recommendation as presented.

IT WAS UNANIMOUSLY RESOLVED AS FOLLOWS:

ORDINARY RESOLUTION No. 2

THAT the recommendation of the Board to pay to pay dividends for the 1st half of 2018 in the amount of RUB 1 026 425 986.25 (USD 16 140 042.24) is hereby unanimously approved. Given that the Company owns 2 166 313 of its own GDRs (5 GDRs represent 1 share), which should be excluded from dividends

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distribution, dividend for the payment should be equal to USD 0.60 (gross) per outstanding share or USD 0.12 (gross) per outstanding GDR.

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 09 August 2018, which equals to RUB 63.5950 per USD 1. Therefore, the dividend payment for the first half of 2018 will be USD 16 140 042.24.

3. Termination

There being no business to transact the Chairperson declared the Meeting closed at 11:00 a.m.

Signed:



Maro Evi Koulla Griva
Chairperson by proxy from Mr. Maxim Basov
For and on behalf of:
BNY (Nominees) Limited by Proxy
Mr. Maxim Basov by Proxy



Ganna Khomenko
For and on behalf of:
Fiduciana Nominees (Cyprus) Limited
Fiduciana Trustees (Cyprus) Limited
Fiduciana Directors Limited
Fiduciana Management Limited



Tatiana Gurina
For and on behalf of
Granada Capital CY Limited

