

ROS AGRO PLC
(the “Company”)

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS HELD IN
ACCORDANCE WITH THE COMPANY’S ARTICLES OF ASSOCIATION AT THE COMPANY’S
REGISTERED OFFICE ON 26TH APRIL 2019 AT 10:00 A.M.**

Present:

Fiduciana Nominees (Cyprus) Limited	– represented by Ms. Ganna Khomenko	- Shareholder
Fiduciana Trustees (Cyprus) Limited	– represented by Ms. Ganna Khomenko	- Shareholder
Fiduciana Directors Limited	– represented by Ms. Ganna Khomenko	- Shareholder
Fiduciana Management Limited	– represented by Ms. Ganna Khomenko	- Shareholder
Mr. Maxim Basov	– represented by Ms. Maro Evi Koulla Griva by proxy	- Shareholder
BNY (Nominees) Limited	– represented by Ms. Maro Evi Koulla Griva by proxy	- Shareholder
Granada Capital CY Limited	– represented by Ms. Tatiana Gurina	- Shareholder

1. Chairperson

IT WAS RESOLVED that Ms. Maro Evi Koulla Griva, representing the majority of shareholders, be appointed as Chairperson of the Meeting. IT WAS NOTED that a quorum was present and that the Meeting was duly constituted in accordance with the Company’s Articles of Association.

The chairman stated that the purpose for convening this Annual General Meeting is to approve or reject the following items as circulated on the Notice dated 19th March 2019:

1. Adoption of the annual Standalone Financial Statements for 2018;
2. Adoption of IFRS Financial Statements for 2018;
3. Adoption of the Directors’ Report for 2018;
4. Adoption of the Auditor’s Report for 2018;
5. Adoption of the Annual Report for 2018 (LSE);
6. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2019;
7. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2019;
8. Payment of Dividends;
9. Remuneration of Directors;
10. Re-Election of the Board of Directors;
11. Amendments to the Company’s Articles of the Association;
12. Any other matters proposed by the Directors;

After due consideration, the shareholders voted what is in the best interest of the Company and have by a majority of votes, resolved as follows:

2. Resolutions

IT WAS UNANIMOUSLY RESOLVED AS FOLLOWS:

1. That the Annual Standalone Financial Statements for 2018 are approved and adopted.
2. That the IFRS Financial Statements for 2018 are approved and adopted.
3. That the Directors' Report for 2018 is approved and adopted.
4. That the Auditor's Report for 2018 is approved and adopted.
5. That the Annual Report for 2018 (LSE) is approved and adopted.
6. That the current Auditor is maintained for the financial year 2019.
7. That the remuneration of the Auditor is to be decided upon by the Board of Directors.
8. Payment of Dividends – to approve distribution of RUB 4 476 263 981.80 as dividends for 2018, which constitutes 35% of total consolidated comprehensive income attributable to shareholders for 2018. Given that the Company has already approved in September distribution of interim dividends for the first half of 2018 in amount of RUB 1 026 425 986.25, the outstanding amount for 2018 is RUB 3 449 837 995.55.
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 March 13, 2019, which equals to RUB 65.7674 per USD 1. Therefore the total dividend payment for the second half of 2018 will be USD 52 455 137.28. The total payout of dividends for the full year 2018 will be USD 68 595 179.52. As the Company owns 2 166 313 of its own GDRs, which will be excluded from dividend distribution, the Company will pay USD 1,95 (gross) per outstanding share or USD 0,39 (gross) per outstanding GDR.
9. That the remuneration of the Directors is to be decided upon and approved by the Board of Directors.
10. That the current Board of Directors is re-elected for the next financial year effective as from the closing of this Meeting.
11. That the proposed amendments to the Company's Articles of Association as set out below are hereby approved.

To amend Article 107 as follows:

Subject to the prior approval of the Company by ordinary resolution, the Directors may entrust and confer upon a Managing Director any of the powers exercisable by them, upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or the exclusion of their own powers, and may, from time to time revoke, withdraw, alter or vary all or any of such powers. Notwithstanding the above or any other provision of these Articles, but subject to the exemption of Reserved Matters in these Articles, each Managing Director of the Company shall be entitled, acting alone and without requirement for prior or subsequent approval of the Board of Directors or the members of the Company, to negotiate, conclude, sign and implement any single deal, engagement, arrangement or agreement which shall not involve expenditure by the Company in excess of EUR 100,000.

3. Termination

There being no other business to transact the Chairperson declared the Meeting closed.

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



.....
Tatiana Gurina
For and on behalf of
Granada Capital CY Limited



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

