

**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 25<sup>TH</sup> NOVEMBER 2011 AT 10:00 A.M.**

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**Present:**

**Fiduciana Nominees (Cyprus) Limited** – represented by Ms. Karolyna Artemi

**Fiduciana Trustees (Cyprus) Limited** – represented by Ms. Karolyna Artemi

**Fiduciana Limited** – represented by Ms. Ganna Khomenko

**Fiduciana Nominees Limited** – represented by Ms. Ganna Khomenko

**Fiduciana Management Limited** – represented by Ms. Ganna Khomenko

**Viarde Holdings Limited** – represented by Ms. Maro Griva on behalf of Fiduciana Directors Limited

**BNY (Nominees) Limited** – represented by Ms. Ganna Khomenko by proxy

**Shiny Property Limited** – represented by Georgia Salameh by proxy

**Ms. Natalia Alexeeva Bykovskaya** – represented by Ms. Maro Griva by proxy

**1. Chairperson**

IT WAS RESOLVED that Ms. Ganna Khomenko, 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 Extraordinary General Meeting is to approve or reject the following items as circulated on the Notice dated 1<sup>st</sup> November 2011 and attached to this Resolution:

1. To consider and if thought fit, to approve the nomination of Mr. Anastasios Televantides to the position as Company director, in lieu of the departure of the director Mr. Marcus Rhodes.
2. To consider and adopt the Regulation on the Board of Directors of the Company.

After due consideration, the shareholders resolved that it is in the best interest of the Company to approve and accept the nomination of Mr. Televantides as a director to the Company's Board of Director and have further resolved that it is also in the best interest of the Company to adopt the Regulation on the Board of Directors as presented.

**2. Resolutions**

**IT WAS UNANIMOUSLY RESOLVED AS FOLLOWS:**

1. To approve the appointment of a new Company director, Mr. Anastasios Televantidis.

It was further resolved that the effective date of appointment is to be decided by the Board of Directors as thought fit.

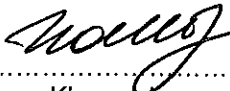
2. To adopt the Regulation on the Board of Directors as presented.



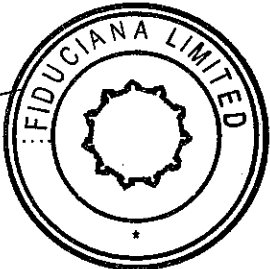
It was further resolved that the effective date of adoption of the Regulation is to be decided by the Directors as they think fit.

3. **Termination**

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

Signed:

  
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Ganna Khomenko  
Chairperson  
For and on behalf of:  
**Fiduciana Limited**  
**Fiduciana Management Limited**  
**Fiduciana Nominees Limited**  
**BNY (Nominees) Limited by proxy**

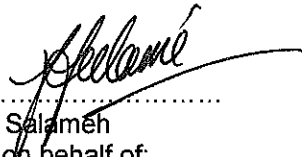


  
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Karolyna Artemi  
For and on behalf of:  
**Fiduciana Nominees (Cyprus) Limited**  
**Fiduciana Trustees (Cyprus) Limited**



  
.....  
Maro Griva  
For and on behalf of:  
**Viarde Holdings Limited**  
**Natalia Alexeeva Bykovskaya by proxy**



  
.....  
Georgia Salameh  
For and on behalf of:  
**Shiny Property Limited by proxy**