

**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 18 SEPTEMBER 2020 AT 10:00 A.M.**

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**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.

**2. Payment of Dividends**

It has been proposed to pay the interim dividends for the year ending as of 31.12.2020 in the amount of USD 25 560 956.88.

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 the date of payment.

Considering that the Company owns 2,135,313 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.

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 interim dividends for the year ending 31.12.2020 in the amount of USD 25 560 956.88 is hereby unanimously approved.

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 the date of payment.

Considering that the Company owns 2,135,313 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.

**3. Termination**

There being no business to transact the Chairperson declared the Meeting closed at 10:30 a.m.

**Signed:**



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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**



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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**

