

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 17TH APRIL 2020 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 11th March 2020:

1. Adoption of the annual Standalone Financial Statements for 2019;
2. Adoption of IFRS Financial Statements for 2019;
3. Adoption of the Directors' Report for 2019;
4. Adoption of the Auditor's Report for 2019;
5. Adoption of the Annual Report for 2019 (LSE);
6. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2020;
7. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2020;
8. Payment of Dividends;
9. Remuneration of Directors;
10. Re-Election of the Board of Directors;
11. 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 2019 are approved and adopted.
2. That the IFRS Financial Statements for 2019 are approved and adopted.
3. That the Directors' Report for 2019 is approved and adopted.
4. That the Auditor's Report for 2019 is approved and adopted.
5. That the Annual Report for 2019 (LSE) is approved and adopted.
6. That the current Auditor is maintained for the financial year 2020.
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 4 533 124 875.56 as dividends for 2019, which constitutes 47% of total consolidated comprehensive income attributable to shareholders for 2019. Given that the Company has already approved and paid interim dividends for the year ending as of 31.12.2019 in amount of RUB 1 683 841 245.27, the outstanding amount for 2019 is RUB 2 849 283 630.29.
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 6 March 2020, which equals to RUB 66.1854 per USD 1. Therefore, the total outstanding dividend payment for the year ending as of 31.12.2019 will be USD 43 050 032.64. The total payout of dividends for the full year 2019 will be USD 68 605 099.52. The Company owns 2,135,313 of its own GDRs (5 GDRs represent 1 share), which will be excluded from dividend distribution; considering that, the Company will pay USD 1.60 (gross) per share or USD 0.32 (gross) per 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.

3. **Termination**


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

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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Tatiana Gurina
For and on behalf of
Granada Capital CY Limited




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

