

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 1ST JUNE 2012 AT 12:00 A.M.

Present:

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

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

Fiduciana Directors 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

Absentee:

Ms. Natalia Alexeeva Bykovskaya

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 Annual General Meeting is to approve or reject the following items as circulated on the Notice dated 27th April 2012 and attached to this Resolution:

1. Adoption of the annual Standalone Financial Statements for 2011;
2. Adoption of IFRS Financial Statements for 2011;
3. Adoption of the Directors' Report for 2011;
4. Adoption of the Auditor's Report for 2011;
5. Adoption of the Annual Report for 2011 (LSE);
6. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2012
7. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2012;
8. Payment of dividends;
9. Re-election of the Board of Directors;
10. Any other matters proposed by the Directors at the Board of Directors' Meeting.

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:

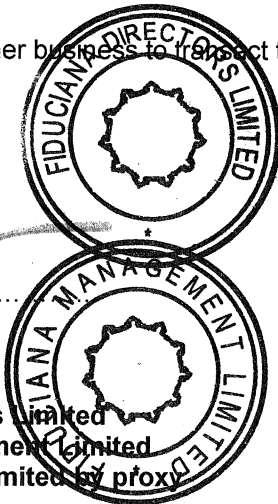
1. That the annual Standalone Financial Statements for 2011 are approved and adopted.
2. That the IFRS Financial Statements for 2011 are approved and adopted.
3. That the Directors' Report for 2011 is approved and adopted.
4. That the Auditor's Report for 2011 is approved and adopted.
5. That the Annual Report for 2011 (LSE) is approved and adopted.
6. That the current Auditor is maintained for the audit of Standalone and IFRS Financial Statements of 2012.
7. That the remuneration of the Auditor is to be decided upon by the Board of Directors.
8. That no dividends are to be distributed this year.
9. That they same Board of Directors is re-elected for the next financial year effective as from the closing of this Meeting.

3. **Termination**

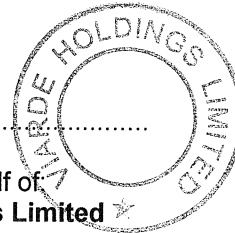
There being no other business to transact the Chairperson declared the Meeting closed.

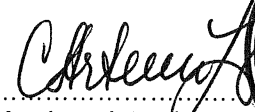
Signed:

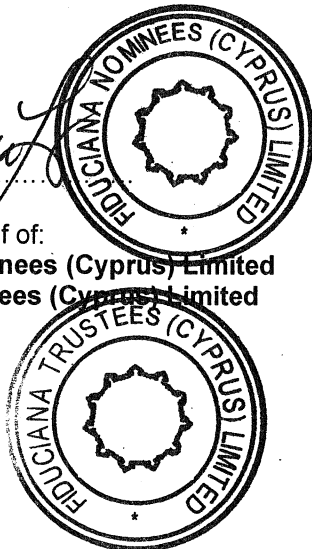

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Ganna Khomenko
Chairperson
For and on behalf of:
Fiduciana Directors Limited
Fiduciana Management Limited
BNY (Nominees) Limited by proxy





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Maro Griva
For and on behalf of:
Viarde Holdings Limited




.....
Karolyna Artem
For and on behalf of:
Fiduciana Nominees (Cyprus) Limited
Fiduciana Trustees (Cyprus) Limited




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Georgie Salameh
For and on behalf of:
Shiny Property Limited by proxy

