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30 September 2021

ROS AGRO PLC announces pricing of secondary offering of GDRs

ROS AGRO plc (the "Company") announces that Granada Capital CY Limited (the "Seller"), a vehicle controlled by Mr Vadim Moshkovich, the Chairman of the Board of the Company, has successfully priced the previously announced offering of the Company's global depository receipts (the "GDRs") (the "Offering").

The Offering size is 19,800,000 GDRs, representing 14.7 per cent of of the Company's issued share capital[†]. The GDRs were sold at a price of \$13.88 per GDR raising gross proceeds of approximately \$275m for the Seller. The Company will not receive any proceeds from the Offering.

Following the completion of the Offering, the Seller will hold approximately 57.1 per cent of the Company's issued share capital[†]. The Seller, Mr Moshkovich and Mr Basov, the CEO of Rusagro Group, have each agreed that they will not, for the period ending 180 days after completion of the Offering, offer, sell or otherwise transfer any shares in the Company, subject to certain exceptions.

J.P. Morgan, UBS and VTB Capital acted as Joint Global Coordinators and Joint Bookrunners (the "JGCs"). Gazprombank acted as Joint Bookrunner (the "JBR").

Mr Vadim Moshkovich founded the Company nearly two decades ago, and remains committed to the Company in the long term. Mr Moshkovich will continue to serve as the Chairman of the Board of the Company, and the Seller remains the largest shareholder of the Company.

Notes: [†] Excluding treasury shares

About Rusagro

ROS AGRO PLC is the holding company of Rusagro Group ("Rusagro"), a leading Russian diversified agricultural holding with vertically integrated operations in the following core markets:

Agriculture:

Rusagro currently controls one of the largest land banks among Russian agriculture producers, with 688 thousand hectares of land under control as of 30 June 2021 located in the highly fertile Black Earth region of Russia (in the Belgorod, Tambov, Voronezh, Kursk, Orel and Saratov regions) and Primorsky Krai (the Far East region of Russia). Land and production sites are strategically located within the same regions to optimize efficiency and minimize logistical costs. Rusagro is one of the major sugar beet, wheat, sunflower seeds and

soybeans producers in Russia. Grains are partially consumed by the Meat segment, supporting a synergistic effect from deep vertical integration.

Oil and Fat:

Rusagro is the leading unrefined sunflower oil and consumer margarine producer, second largest industrial fats and leading mayonnaise producer in Russia with products sold under eleven key brands, such as EZHK Provansal, Schedroye Leto, Mechta Khozyaiki, umbrella brand Ya lublu gotovit (includes Moskovskiy Provansal, Novosibirskiy Provansal and Saratovskiy Provansal), Rossiyanka and Saratovskiy Slivochniy, Benefitto, Maslava and Leto Krasno (红色夏日), which is sold on the Chinese market. Rusagro also produces dry industrial mixes, cheeses, butter and cream sold under three brands: Milie, Buterbrodnoe utro and Srynaya Kultura. Rusagro owns four crushing and two oil & fats plants and leases two milk processing plants. Owning its sunflower and soy oil production allows Rusagro to control the source of the sunflower and soybean oil required to produce oil and fats products.

Sugar:

Rusagro is one of the leading Russian sugar producers (№2 in sugar production in Russia and №1 on cube white sugar market in 2020) and a leading world betaine producer. The Company produces sugar from sugar beets at nine production sites in four regions. The product mix includes white and brown cube sugar and packaged sugar sold under the brands Russkii Sakhar, Chaikofsky, Mon Cafe and Brauni. The sugar segment is vertically integrated and sugar beets are supplied by Rusagro's Agriculture segment, which ensures a consistent supply. The sugar segment also operates a cereal plant and sells buckwheat and rice under the brand Tyoplye Traditsii.

Meat:

Rusagro is the third largest pork producer in Russia in 2020. It operates large commercial pig breeding complexes adhering to best practices regarding biosecurity standards, nucleus farms, compound feed plants, slaughterhouses and meat processing plants in Tambov and Belgorod Regions and the Russian Far East. Since 2016, Rusagro sells retail products under its own brand Slovo Myasnika (Butcher's word).

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Important Information

The distribution of this announcement and the offer and sale of the GDRs in certain jurisdictions may be restricted by law. The GDRs may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the GDRs in such jurisdiction. No action has been taken by the Seller, the JGCs or the JBR (collectively, the "Managers") or any of their respective affiliates that would permit an offering of the GDRs or possession or distribution of this announcement or any other offering or publicity material relating to such securities in any jurisdiction where action for that purpose is required.

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The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Neither this document nor the information contained herein constitutes or forms part of an offer to sell or the solicitation of an offer to buy securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction.

In member states of the European Economic Area, this announcement and any offer if made subsequently is directed exclusively at persons who are 'qualified investors' within the meaning of Regulation (EU) 2017/1129.

In the United Kingdom, this announcement and any offer if made subsequently is directed exclusively at persons who are 'qualified investors' within the meaning of Regulation (EU) 2017/1129, as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 who also (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"); or (ii) fall within Article 49(2)(A) to (D) of the Order; and (iii) are persons to whom it may otherwise lawfully be communicated.

Information to Distributors: Solely for the purposes of the product governance requirements contained herein: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the product governance requirements) may otherwise have with respect thereto, the securities referred herein have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the securities may decline and investors could lose all or part of their investment; the securities offer no guaranteed income and no capital protection; and an investment in the securities is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering of securities. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the securities. Each distributor is responsible for undertaking its own target market assessment in respect of the securities and determining appropriate distribution channels.

In connection with the Offering, each of the Managers and any of its or their respective affiliates acting as an investor for its own account may take up as a proprietary position any GDRs and in that capacity may retain, purchase or sell for its own account such GDRs. In addition they may enter into financing arrangements and swaps with investors in connection with which they may from time to time acquire, hold or dispose of GDRs. Neither of the Managers intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Each of the Managers is authorised by the UK Prudential Regulation Authority and regulated by the UK Financial Conduct Authority. Each Manager is acting exclusively for the Seller and no one else in connection with the Offering and will not be responsible to any other person for providing the protections afforded to any of their clients or for providing advice in relation to any offering of the GDRs. The Managers will not regard any other person as its client in relation to the Offering.

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