

ROS AGRO PLC

NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the Company's registered office in Nicosia, Cyprus, on 1 April 2022 at 10:00 a.m. (Cyprus time) to transact the business on the agenda outlined within Schedule A and Schedule B attached hereto.

BY ORDER OF THE BOARD
For and on behalf of
Ros Agro Plc

.....
Fiduciana Secretaries Limited
Secretary



Date: 10th March 2022
Ros Agro Plc,
Registered Office:
25 Aphrodite Street, 3rd floor
office 300, 1060 Nicosia, Cyprus
Fax: +357 22766022
E-mail: anna.homenko@fiduciana.net

NOTE: Should any member of the Company wish to discuss any other item during the meeting, they are kindly requested to contact the Company Secretary as soon as possibly convenient in order to have the additional item inserted on the Agenda list. All appendices/materials relating to the additional item should also be provided to the Company Secretary for circulation.

Any member of the Company entitled to attend, speak and vote at the abovementioned meeting may appoint a proxy to attend, speak with the same rights as the member and, on a poll, vote instead of the member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company. A specimen of the proxy is attached hereto as Schedule B. Please return the notice of attendance or proxy form by regular mail, facsimile or e-mail by 31 March 2022 to:

Ros Agro Plc,
Registered Office:
25 Aphrodite Street, 3rd floor
office 300, 1060 Nicosia, Cyprus
Fax: +357 22766022
E-mail: anna.homenko@fiduciana.net or info@fiduciana.net

Each person entitled to attend the Meeting may appoint a Proxy to represent them in the Meeting in a form attached to this Notice as Appendix B.

ROS AGRO PLC is a public limited liability company incorporated under the laws of the Republic of Cyprus. As of the date of this notice, the Company has issued 27,333,333 shares, of EUR 0,01 shares, each of which represents one vote. The shares also have equal rights in all other respects. For the purpose of this Annual General Meeting, the record date shall be the 1 April 2022; only those members who are registered shareholders on that date have the right to participate and vote at the meeting.

This notice and its appendices, as well as the company's articles of association and the memorandum of association, are also available at the Company's homepage: <http://www.rusagrogroup.ru/>.

Schedules:

- A. Agenda of the Annual General Meeting
- B. Notice of attendance and proxy form

For any further clarifications or assistance please contact the Company Secretary at info@fiduciana.net

SCHEDULE A

ROS AGRO PLC

Agenda – Annual General Meeting

Nicosia, Cyprus 1st April 2022

1. Appointment of Chairperson of the Annual General Meeting – it is proposed that Mr. Maxim Basov (or his Proxy) be appointed as chairperson of the meeting.
2. Adoption of the annual Standalone Financial Statements for 2021.
3. Adoption of IFRS Financial Statements for 2021.
4. Adoption of the Directors' Report for 2021.
5. Adoption of the Auditor's Report for 2021.
6. Adoption of the Annual Report for 2021 (LSE).
7. Appointment of the Auditor for the audit of Standalone and IFRS Financial Statements for the year 2022 – recommendation of the Board of Directors to maintain the current Auditor.
8. Remuneration of the Auditor – recommendation of the Board of Directors that the remuneration of the Auditor for the year 2022 is to be decided upon and approved by the Directors.
9. Payment of Dividends – recommendation of the Board of Directors is not to distribute profit to shareholders as dividends for 2021 (apart from the part already paid .as interim dividends for the year ending as of 31.12.2021 in the amount of USD 119,732,903.28).
10. Remuneration of Directors – the remuneration of the Directors is to be decided upon and approved by the Board of Directors.
11. Election of the Board of Directors in the following composition:
Mrs. Ganna Khomenko;
Mr. Maxim Basov;
Mrs. Tatiana Gurina;
Mr. Konstantinos Konstantinidis; and
Mr. Andri Koumourou.
12. Powers of Directors – to grant the Directors the powers to decide on the amount of shares of JSC Rusagro Group for public offering as result of its transformation into a public company;
13. Any other matters proposed by the Directors at the Board of Directors' Meeting.

SCHEDULE B

NOTICE OF ATTENDANCE

ANNUAL GENERAL MEETING 1ST OF APRIL 2022 OF ROS AGRO PLC

Notice of your attendance at the Annual General Meeting of ROS AGRO PLC on 1st of April 2022 can be given using this notice. The notice should be sent to ROS AGRO PLC so that it is received by the company by 31st of March 2022.

Address:

Ros Agro Plc,
Registered Office:
25 Aphrodite Street, 3rd floor
office 300, 1060 Nicosia, Cyprus
Fax: +357 22766022
E-mail: anna.homenko@fiduciana.net or info@fiduciana.net

If you have registered but are unable to attend, you are entitled to appoint another person to attend the meeting on your behalf by submitting a signed and dated proxy to the Company at the address set out above or to the Company secretary by 31st of March 2022.

The undersigned will attend the Annual General Meeting of ROS AGRO PLC on 1st of April 2021 and (*please tick*):

<input type="checkbox"/>	Vote for my/our shares
<input type="checkbox"/>	Vote for shares pursuant to the enclosed proxy(ies)

Number of shares: _____

The name and address of the shareholder:

(*please use capital letters*)

Date

place

signature of the shareholder*

***IMPORTANT NOTICE: PLEASE INCLUDE TITLE OF AUTHORISED SIGNATORY AND ATTACH EVIDENCE OF AUTHORITY**

PROXY

WE/I, _____, of _____, being a member of the above-named Company, hereby appoint Ms./Mr. _____, holder of I.D/passport No. _____ or failing her/him Ms./Mr. _____, holder of I.D./passport No. _____ as our/my proxy to 1st of April 2022, and at any adjournment thereof.

WE/I expressly instruct our/my proxy to vote on the following matters, as shown below:

1. Appointment of Chairperson of the Annual General Meeting.

FOR/AGAINST/ABSTAIN

2. Adoption of the annual Standalone Financial Statements for 2021.

FOR/AGAINST/ABSTAIN

3. Adoption of IFRS Financial Statements for 2021.

FOR/AGAINST/ABSTAIN

4. Adoption of the Directors' Report for 2021.

FOR/AGAINST/ABSTAIN

5. Adoption of the Auditor's Report for 2021.

FOR/AGAINST/ABSTAIN

6. Adoption of the Annual Report for 2021 (LSE).

FOR/AGAINST/ABSTAIN

7. Appointment of the Auditor for the audit of Standalone and IFRS Financial Statements for the year 2022 in accordance with the recommendation of the Board of Directors.

FOR/AGAINST/ABSTAIN

8. Remuneration of the Auditor in accordance with the recommendation of the Board of Directors.

FOR/AGAINST/ABSTAIN

9. Payment of Dividends in accordance with the recommendation of the Board of Directors.

FOR/AGAINST/ABSTAIN

10. Remuneration of Directors – the remuneration of the Directors is to be decided upon and approved by the Board of Directors.

FOR/AGAINST/ABSTAIN

11. Election of the Board of Directors in the following composition:

Mrs. Ganna Khomenko;
Mr. Maxim Basov;
Mrs. Tatiana Gurina;
Mr. Konstantinos Konstantinidis; and
Mr. Andri Koumourou.

FOR/AGAINST/ABSTAIN

12. Powers of Directors – to grant the Directors the powers to decide on the amount of shares of JSC Rusagro Group for public offering as result of its transformation into a public company.

FOR/AGAINST/ABSTAIN

13. Any other matters proposed by the Directors at the Board of Directors' Meeting.

UP TO THE DISCRETION OF MY PROXY