

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 13 SEPTEMBER 2019 AT 10:00 A.M.**

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 31.12.2019 in the amount of RUB 1 683 841 245.27.

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 August 16, 2019, which equals to RUB 65.8907 per USD 1. Therefore, the interim dividend payment for the year ending as of 31.12.2019 will be USD 25 555 066.88.

Considering that the Company owns 2,166,313 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 31.12.2019 in the amount of RUB 1 683 841 245.27 **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 August 16, 2019, which equals to RUB 65.8907 per USD 1. Therefore, the interim dividend payment for the year ending as of 31.12.2019 will be USD 25 555 066.88.

Considering that the Company owns 2,166,313 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



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Tatiana Gurina
For and on behalf of
Granada Capital CY Limited

