

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 APRIL 2022 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
RIGPA LIMITED	– represented by Ms. Maro Evi Koulla Griva by proxy	- Shareholder
BNY (Nominees) Limited	– represented by Ms. Maro Evi Koulla Griva by proxy	- Shareholder
Mr. Yury Zhuravlev	– represented by Ms. Ganna Khomenko	- Shareholder

Absent:

Granada Capital CY Limited	– represented by Ms. Tatiana Gurina	- Shareholder
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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 10th March 2022:

1. Adoption of the annual Standalone Financial Statements for 2021;
2. Adoption of IFRS Financial Statements for 2021;
3. Adoption of the Directors’ Report for 2021;
4. Adoption of the Auditor’s Report for 2021;
5. Adoption of the Annual Report for 2021 (LSE);
6. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2022;
7. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2022;
8. Payment of Dividends;
9. Remuneration of Directors;
10. Election of the Board of Directors;
11. Powers of Directors;
12. 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 RESOLVED by all shareholders, except Granada Capital CY Limited, AS FOLLOWS:

1. That the Annual Standalone Financial Statements for 2021 are approved and adopted.
2. That the IFRS Financial Statements for 2021 are approved and adopted.
3. That the Directors' Report for 2021 is approved and adopted.
4. That the Auditor's Report for 2021 is approved and adopted.
5. That the Annual Report for 2021 (LSE) is approved and adopted.
6. That the current Auditor is maintained for the financial year 2022.
7. That the remuneration of the Auditor is to be decided upon by the Board of Directors.
8. Payment of Dividends - 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).
9. That the remuneration of the Directors is to be decided upon and approved by the Board of Directors.
10. That the Board of Directors is elected in the following composition, for the next financial year, effective as from the closing of this Meeting:
Mrs. Ganna Khomenko;
Mr. Maxim Basov;
Mrs. Tatiana Gurina;
Mr. Konstantinos Konstantinidis; and
Mrs. Andri Koumourou.
11. 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;

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
For and on behalf of:
BNY (Nominees) Limited by Proxy
RIGPA LIMITED by Proxy



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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
Mr. Yury Zhuravlev by Proxy