

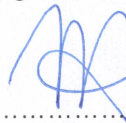
ROS AGRO PLC

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 26th May 2016 at 10:00 a.m. (Cyprus time) to transact the business on the agenda outlined within Schedule A attached hereto.

BY ORDER OF THE BOARD

For and on behalf of
Ros Agro Plc



.....
Fiduciana Secretaries Limited
Secretary

Date: 25th April 2016
Ros Agro Plc,
Registered Office:
8 Mykinon Street
1065 Nicosia, Cyprus
Fax: +357 22460890
E-mail: anna.homenko@fiduciana.com

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 25th May 2016 at 10:00 a.m. (Cyprus time) to:

Ros Agro Plc,
Registered Office:
8 Mykinon Street
Lavinia Court, 6th floor
1065 Nicosia, Cyprus
Fax: +357 22460890
E-mail: anna.homenko@fiduciana.com

Proxy may, if desirable, be given to Georgia Salameh - Head of Corporate Department of Fiduciana Trust (Cyprus) Limited and a proxy need not be a shareholder of ROS AGRO PLC.

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 24,000,000 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 27 May 2016; 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.rusagroup.ru/>.

Schedules:

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

For any further clarifications or assistance please contact Georgia Salameh at georgia.salameh@fiduciana.net

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SCHEDULE A

ROS AGRO PLC **Agenda – Annual General Meeting** Nicosia, Cyprus 26th May 2016

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 2015;
3. Adoption of IFRS Financial Statements for 2015;
4. Adoption of the Directors' Report for 2015;
5. Adoption of the Auditor's Report for 2015;
6. Adoption of the Annual Report for 2015 (LSE);
7. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2016 – recommendation of the Board of Directors to maintain the current Auditor;
8. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2016 – recommendation of the Board of Directors that the remuneration of the Auditor for 2016 is to be decided upon and approved by the Directors;
9. Payment of Dividends – the recommendation of the Board is to pay dividends 30% of net income for the 2015, with a total pay-out 7 107 100 800.00 Roubles. Given the Company has already paid interim dividends for the first half of 2015, with a total pay-out 1 800 958 835.73 Roubles, the distributed amount is 5 306 141 964.27 Roubles or 77 535 953.51 USD. The exact amount dividend per share/GDR will be fixed at the dividend Record date which is May, 27, 2016 (the ex-dividend date is May, 26, 2016). The payment of the dividends will be made in US dollars, based on the official foreign exchange rate established by the Central Bank of the Russian Federation on March 28, 2016, which is 68.4346.
10. Remuneration of Directors – to be made to the directors and in accordance to the Company's Articles of Association – the recommendation of the Board of Directors that the remuneration is to be decided upon and approved by the Board
11. Re-Election of the Board of Directors;
12. Any other matters proposed by the Directors at the Board of Directors' Meeting;

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SCHEDULE B

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 vote for us/me and on our/my behalf at the Annual General Meeting of the Company, to be held on the 26th day of May 2016, 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 2015;

FOR/AGAINST/ABSTAIN

3. Adoption of IFRS Financial Statements for 2015;

FOR/AGAINST/ABSTAIN

4. Adoption of the Directors' Report for 2015;

FOR/AGAINST/ABSTAIN

5. Adoption of the Auditor's Report for 2015;

FOR/AGAINST/ABSTAIN

6. Adoption of the Annual Report for 2015 (LSE);

FOR/AGAINST/ABSTAIN

7. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2016 – recommendation of the Board of Directors to maintain the current Auditor;

FOR/AGAINST/ABSTAIN

8. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2016 – recommendation of the Board of Directors that the remuneration of the Auditor for 2016 is to be decided upon and approved by the Directors;

FOR/AGAINST/ABSTAIN

9. Payment of Dividends – the recommendation of the Board is to pay dividends 30% of net income for 2015, with a total pay-out 7 107 100 800.00 Roubles. Given the Company has already paid interim dividends for the first half of 2015, with a total pay-out 1 800 958 835.73 Roubles, the distributed amount is 5 306 141 964.27 Roubles or 77 535 953.51 USD. The exact amount dividend per share/GDR will be fixed at the dividend Record date which is May, 27, 2016 (the ex-dividend date is May, 26, 2016). The payment of the dividends will be made in US dollars, based on the official foreign exchange rate established by the Central Bank of the Russian Federation on March 28, 2016, which is 68.4346.

FOR/AGAINST/ABSTAIN

10. Remuneration of Directors – to be made to the directors and in accordance to the Company's Articles of Association – the recommendation of the Board of Directors that the remuneration is to be decided upon and approved by the Board;

FOR/AGAINST/ABSTAIN

11. Re-Election of the Board of Directors;

FOR/AGAINST/ABSTAIN

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

UP TO THE DISCRETION OF MY PROXY

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