



**Notice to Owners of  
144 A and Regulation S Global Depositary Receipts of**

**ROS AGRO PLC.**

**144 A CUSIP #: 749655106 ISIN#: US7496551067  
REG S CUSIP #: 749655205 ISIN#: US7496552057**

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Owners of record at the close of business on **April 26, 2016** of Global Depositary Receipts (five GDR representing one of Ordinary Share) of **Ros Agro Plc.** (the "Company") issued under the Deposit Agreement dated April 12, 2011, among the Company, The Bank of New York Mellon, as Depositary, and the Owners of the Global Depositary Receipts issued thereunder, are hereby notified that The Bank of New York Mellon, as Depositary, has received Notice of the **Annual General Meeting** of the Company, to be held on **May 26, 2016** in Cyprus.

The Depositary will only endeavour to vote or cause to be voted the votes attaching to Shares in respect of which voting instructions have been received, except that if no voting instructions are received by the Depositary (either because no voting instructions are returned to the Depositary or because the voting instructions are incomplete, illegible or unclear) from a Holder with respect to any or all of the Deposited Shares represented by such Holder's GDRs on or before **12:00 PM EST May 19, 2016**, such Holder shall be deemed to have instructed the Depositary to give a discretionary proxy to a person designated by the Company with respect to such Deposited Shares, and the Depositary shall give a discretionary proxy to a person designated by the Company to vote such Deposited Shares, **PROVIDED THAT** no such instruction shall be deemed given, and no such discretionary proxy shall be given, with respect to any matter as to which the Company informs the Depositary (and the Company agrees to provide such information in writing as soon as practicable) that (i) the Company does not wish such proxy to be given, or (ii) such matter materially and adversely affects the rights of holders of Shares.

**The Bank of New York Mellon,  
as Depositary**

*Dated: May 16, 2016*

# ANNUAL GENERAL MEETING OF ROS AGRO PLC.

**TO:** Mediant Communications Inc.  
**E-mail:** [voteadr@mediantonline.com](mailto:voteadr@mediantonline.com)  
**Telephone Number:** (212) 815-5021 (Mira Daskal)

**RE:** Ros Agro Plc.  
Annual General Meeting to be held on May 26, 2016.

**FROM:** \_\_\_\_\_  
DTC Participant Number (Mandatory)

**SIGNATURE:** \_\_\_\_\_  
Authorized Signatory / Medallion required for 144 A

**CONTACT INFO:** \_\_\_\_\_  
Telephone / Fax Number / E-mail Address

**TOTAL NUMBER 144 A GDRs (CUSIP # 749655106)**  
**HELD AS OF APRIL 26, 2016:** \_\_\_\_\_

**TOTAL NUMBER REG S GDRs (CUSIP # 749655205)**  
**HELD AS OF APRIL 26, 2016:** \_\_\_\_\_

**NUMBER 144 A GDRs BEING VOTED:** \_\_\_\_\_

**NUMBER REG S GDRs BEING VOTED:** \_\_\_\_\_

**DATE:** \_\_\_\_\_, 2016

## **Ros Agro Plc. Annual General Meeting May 26, 2016**

The above-noted holder of 144 A and Reg S Depositary Receipts ("GDRs") of Ros Agro Plc. (the "Company") hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor insofar as practicable, to vote or cause to be voted the number of Deposited Securities underlying the GDRs held as of close of business on April 26, 2016 at the Annual General Meeting of the Company to be held in Cyprus on May 26, 2016 in respect of the following resolution:

**THIS FORM MUST BE RECEIVED COMPLETED BY  
MAY 19, 2016 AT 12:00 PM EST TO BE VALID**

# ANNUAL GENERAL MEETING OF ROS AGRO PLC.

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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**

# ANNUAL GENERAL MEETING OF ROS AGRO PLC.

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9. Payment of Dividends - the Board of Directors unanimously approves the adjusted distribution figures and recommends that to pay dividends 30% of net income for the 2015, with a total pay-out 7,137,716,821.37 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 5,336,757,985.64 Roubles or 77,983,329 .86 USO. Given that the Company owns 2 212 648 of its own GDRs (5 GDRs represent 1 share), which will be excluded from dividend distribution, the dividend will be 198,45 Rubles or 2,90 USO (gross) per ordinary share or 39,69 Rubles or 0,58 USO (gross) per GDR. 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.

NON-VOTING ITEM

*End of resolutions*

