

ROS AGRO PLC (“the Company”)

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE ABOVE COMPANY HELD AT THE FOUR SEASONS HOTEL IN LIMASSOL ON 30TH MAY 2017 AT 11:00

PRESENT:	Richard Andrew Smyth	- Director
	Anastasios Televantides	- Director
	Maxim Basov	- Director
	Vadim Moshkovich	- Director
	Ganna Khomenko	- Director
	Ganna Khomenko	- acted as secretary of the Meeting

CHAIRMAN/ QUORUM

1. IT WAS RESOLVED that Mr. Vadim Moshkovich be appointed as Chairman 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.

Q1 2017 BUSINESS RESULTS

2. A Presentation for the Board of Directors for the Q1 of 2017 was made to the Board. The breakdown by division was presented and, in brief, Mr. Basov stated that the Company subsidiaries achieved increases in volumes of sales, driven by nearly all divisions, however EBITDA has decreased. Turning to Sugar Division, Mr. Basov has noted that profitability has decreased, the main reasons for declining profitability was a significant drop in selling prices of sugar and lower sugar content in sugar beet from 2016 harvest. In respect of Meat Division, Mr. Basov has pointed out that it is improving in margins and has achieved slightly higher sales due to improvements carried out to production efficiency. Group’s Cereals division had a minor decrease in profits, mainly due to fluctuation of Rouble. Mr. Basov has informed the Board that Oil & Fats division’s performance has been negatively impacted by natural market conditions and some internal management issues, which Groups’ management is efficiently working to resolve.

Concluding, Mr Basov has noted that Group continues to enjoy cash rich position, its net debt is decreasing and gross debt is negligible. Management is constantly evaluating current market conditions and works on modifying the Group’s strategy in accordance with changing market.

AUDIT COMMITTEE MEETING REPORT

3. Mr. Televantides informed the Board of Directors that a meeting of the Audit Committee (AC) took place in Moscow on 24th May 2017, minutes of the Meeting have been presented to the Board and are attached as Appendix A hereto. In brief, Mr. Televantides stated that the AC approves the financial results for the three months ended 31 March 2017.

Mr. Televantides has also informed the Board that the during Q1 2017, the Internal Audit carried out tests in various divisions and a comprehensive report was prepared showing various areas of

concern.

Mr. Televantides has informed the Board that while the Internal Audit does a very efficient job, more frequent reviews on applicable divisions shall be implemented with a view of monitoring improvements. Additionally, there was a recommendation to react quickly on the significant matters identified by the Internal Audit and perform revisits on more frequent basis in order to track the progress and improvement of the issues.

**PRESS RELEASE
ON FINANCIAL
RESULTS Q1 2017**

4. A draft of the press release, due to be published at the closure of the Meeting, was presented to the Board and it was unanimously resolved that it is approved.

M&A ACTIVITY

5. Mr. Basov provided update to the Board on several opportunities and ongoing M&A possibilities for 2017.

**BUSINESS
STRATEGY 2018 -
2022**

6. A Presentation on Business Strategy of all Groups divisions for the years 2018 – 2022 was presented to the Board, for the Board's consideration. Mr. Basov informed the Board that in Management's opinion, the business can grow significantly, but Rouble exchange rate and fluctuation will play a key role in this. In brief, Mr. Basov stated the most important targets of the Group were, amongst others, to increase the market share, to focus on efficiencies of internal processes and systems, to identify new opportunities in the market, and to extend the business by entering new markets through establishing synergies with international players in selected areas.

**NEXT BOARD
MEETINGS**

7. The Board of Directors has agreed that that the next Board Meetings will be held as follows:
- 24th August 2017 in Cyprus
 - 16th November 2017 in Cyprus

TERMINATION:

8. There being no other business, the Meeting is concluded at 14:45.

THE SECRETARY

Ganna Khomenko



THE CHAIRMAN

Vadim Moshkovich

