

ROS AGRO PLC
("the Company")

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY
HELD AT THE FIDUCIANA BUSINESS CENTER, NICOSIA, CYPRUS
ON 16TH MARCH 2018 AT 11:00 A.M.

PRESENT:	Richard Andrew Smyth	- Director (via videoconference)
	Anastasios Televantides	- Director (via videoconference)
	Maxim Basov	- Director (via videoconference)
	Vadim Moshkovich	- Director (via videoconference)
	Ganna Khomenko	- Director, chairman
	Constantinos Costa	- Secretary of the meeting

**CHAIRMAN/
QUORUM**

1. IT WAS RESOLVED that Mrs. Ganna Khomenko 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.

**12 MONTHS 2017
& Q 4 2017
BUSINESS RESULTS**

2. A Presentation for the Board of Directors for the actual 12 months of 2017 was made to the Board. Commenting on the overall results, it was said that in Q4 2017 meat division enjoyed high price for meat, low price for grain and improved marginality in processing. Meat processing turned into profit. Sugar and agricultural divisions had record production results but the lowest marginality in history due to low prices of sugar and grain. Large fall in net income for the quarter year-to-year is a result of low value of retained agricultural crop. Oil and fat division returned to profitability with good outlook for the rest of the year.
Turning to Sugar Division, Mr. Basov has reported that sales revenue decreased in 12M 2017 compared to 12M 2016 mainly due to sugar sales price decreased by 23%. Revenue decrease was caused by current market factors (lower sugar and molasses sales price and decrease in sales volume of sugar) and was partially compensated by growth in sales volume of sugar and increase of cereal products sales prices. Mr. Basov has pointed out that the sales price decline was the main reason of a negative dynamics in profitability of the segment.
Turning to Meat Division, sales in the meat segment increased by 15% in 12M 2017 compared to the respective periods of prior year because of an increase in sales volume of processed pork and an increase in sales prices of livestock pigs and processed pork. Overall sales volume increased due to increase in livestock population and the average weight of pigs. Sales in the meat segment decreased by 1% in Q4 2017 compared to the respective periods of prior year because of a decrease in sales prices of livestock pigs and processed pork. Agriculture segment went through a significant decrease in sales prices, which had the main negative impact on lower sales in 12M 2017 and Q4 2017 compared to 12M 2016 and Q4 2016, which was partly compensated by higher sales volume of certain crops resulted from the increase in land bank cultivated and increase in yields. Oil and Fat division in the respective period was marked with positive performance due to the effective management and also some internal changes and restructuring of portfolio of products.

**AUDIT COMMITTEE
REPORT**

3. Mr. Televantides informed the Board of Directors that meeting of the Audit Committee (AC) took place in Moscow on 14 March 2018. He stated that the AC has reviewed the Audited Consolidated Financial Statements as at 31st December 2017 and recommends to the Board their approval.

Mr. Televantides informed the Board that the Company is in full compliance with all governance of tax and legal matters and there were no significant issues or concerns found in the IFRS.

Work carried out by Internal Audit has also been reviewed.

It was proposed and unanimously resolved that the Board approves the International Financial Reporting Standards Consolidated Financial Statements for the year ended 31st December 2017 and the Independent Auditor's Report.

The Directors Mr. Vadim Moshkovich and Mr. Maxim Basov were authorised to sign the Financial Statements for and on behalf of the Company.

**PRESS RELEASE
ON FINANCIAL
RESULTS 12M 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.

**ANNUAL REPORT
2017**

5. The Annual Report design and concept were presented to the Board.

**AUDITOR FOR 2018
AND
REMUNERATION**

6. The Board ratifies its decision to maintain the current Auditor, PwC of Limassol, Cyprus, for the year 2018.

The Board proposes and unanimously approves to recommend at the AGM that the remuneration of the Auditor is to be decided upon by the Board of Directors in due course.

**DECLARATION OF
DIVIDENDS**

7. The Board has recommended to the Annual General Meeting of shareholders to be held on 13 April, 2018 to approve distribution of RUB 4 085 839 292.90 as dividends for 2017, which constitutes 71% of total consolidated comprehensive income attributable to shareholders for 2017. Given that the Company has already approved in September distribution of interim dividends for the first half of 2017 in amount of RUB 1 861 815 178.42, the outstanding amount for 2017 is RUB 2 224 024 114.48.

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 March 16, 2018, which equals to RUB 57.0188 per USD 1. Therefore the total dividend payment for the second half of 2017 will be USD 39 005 102.08. The total payout of dividends for the full year 2017 will be USD 69 938 790.39. As the Company owns 2 166 313 of its own GDRs, which will be excluded from dividend distribution, the Company will pay USD 1.45 (gross) per outstanding share or USD 0.29 (gross) per outstanding GDR.

The dividend record date is 13 April 2018 (the ex-dividend date is 12 April 2018), and the payment date is on or before 20 April 2018.

The Board proposes and recommends that the dividend payment is approved and adopted at the upcoming Annual

General Meeting of the Company. This dividend is consistent with the dividend policy announced in 2014.

**AGM DATE, PLACE
AND AGENDA**

8. The Board has decided to schedule the Annual General Meeting (AGM) to take place on 13th April 2018 in Cyprus. The Board reviewed the proposed agenda of the Annual General Meeting, to be circulated to the Shareholders, and has approved its contents. The Board decided to fix the record date for the Shareholders of the Company on 13th of April 2018.

**MANAGEMENT
CHANGES AND
REMUNERATION,
OPTION PLAN**

9. The senior management actual and projected plan for 2018 was presented to the Board as well as the changes within the top management, which took place in 2017 and will continue to take place in 2018.

An option program update for the years 2018-2020 was presented to the Board for consideration and discussion.

**BUSINESS PLAN
2018**

10. Mr. Basov presented to the Board the Business Plan for 2018 and briefed the Board on the Company's goals and strategies focusing on each different division, including the overview of human capital management and strategies for 2018.

CAPEX UPDATE

11. A presentation of the 2018 forecast and review of internal Capex was presented to the Board outlining all major projects, investment in each project and the actual payback period. The Board unanimously resolved to approve the revised 2018 budget and Capex.

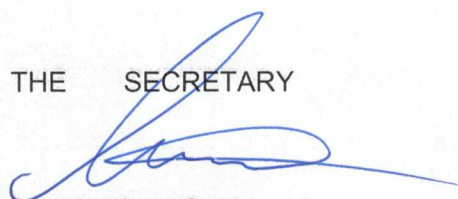
M&A ACTIVITY

12. Mr. Basov has updated the Board in respect of several M&A possibilities for the Group in 2018.

TERMINATION:

13. There being no other business, the Meeting is concluded at 13:00.

THE SECRETARY



Constantinos Costa

THE CHAIRMAN



Ganna Khomenko