

## ROS AGRO PLC ("the Company")

### MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE ABOVE COMPANY HELD AT THE OFFICES OF PWC, LEMECCOS, CYPRUS ON 27<sup>TH</sup> NOVEMBER AT 09:00 A.M.

PRESENT:	Richard Andrew Smyth	- Director
	Anastasios Televantides	- Director
	Maxim Basov	- Director (via video conference)
	Ganna Khomenko	- Director
	Georgia Salameh	- On behalf of Fiduciana Secretaries Limited, Secretary
ABSENT:	Natalia Alexeevna Bykovskaya	- Director

#### CHAIRMAN/ QUORUM

1. IT WAS RESOLVED that Mr. Richard Andrew Smyth 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.

#### 9M 2014 and Q3 2014 PRESENTATION

2. A Presentation for the Board of Directors for 9M of 2014 was presented to the Board. The breakdown by division was presented and, in brief, Mr. Basov stated that the net revenue growth was strong at 79%, driven by a very good performance by all divisions. This performance was underpinned by both volume growth and favourable pricing and resulted in EBITDA margin increasing from 13% in 9M 2013 up to 27% in 9M 2014 at Rub 11.2 Bn. Whilst all segments performed strongly, the key driver was the Meat segment where our expansion strategy has delivered sales growth of 182% to Rub 12.7 Bn and high in-market pricing further driving a six-fold increase in EBITDA to Rub 6.2 Bn.

#### 9M 2014 and Q3 2014 PRESENTATION FOR INVESTORS

3. Mr. Basov reviewed a Presentation for Investors with the Board ahead of our Quarterly conference call.

#### AUDIT COMMITTEE MEETING/REPORT

4. Mr. Televantides informed the Board of Directors that a meeting of the Audit Committee (AC) took place in Moscow on Tuesday 25 November 2014. In brief, Mr. Televantides stated that the AC has reviewed the primary financial statements as at 30 September 2013 and recommends that the Board approve the unaudited IFRS.

It was proposed and unanimously resolved that the Board approves the unaudited IFRS primary financial statements as at 30 September 2014.

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 unaudited IFRS.

The Board was further informed that the AC has reviewed and has approved the press release for the financial results of 9M of 2014.

#### **PRESS RELEASE**

5. A draft of the press release, due to be published on the Group's website, was presented to the Board and it was unanimously resolved that it is approved.

#### **INTERNAL CAPEX**

6. Mr. Basov informed the Board on the status and payback of completed CAPEX projects. Most projects had delivered actual payback in line with initial project forecasts and within Corporate guidelines. Mr. Basov also facilitated a discussion around the CAPEX budget for 2015, with particular emphasis on Meat expansion projects. The Board is supportive of the proposed increase in capital expenditure and re-emphasised our commitment to maintaining our dividend policy.

#### **M&A OPPORTUNITIES**

7. A situation update on major M&A opportunities was presented to the Board by Mr. Basov. Mr. Basov outlined the status of each opportunity and facilitated on discussion on potential deal structures and next steps. The Board restated support for these projects as well as agreeing the conditions required for successful completion. A progress report will be presented to the Board at the next Meeting.

#### **UAE OFFICE OPENING**

8. Mr. Basov shared with the Board the view that given the increase in our export operations from Russia, there is a need to have the office of the export trading company Limeniko Trade and Invest Ltd closer to the current and potential importers of Rusagro products. The proposed solution is to open a branch office of Limeniko Trade and Invest Ltd in the United Arab Emirates. A progress report will be presented to the Board at the next Meeting.

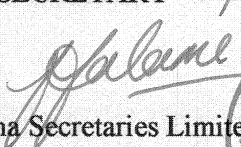
#### **2015 BOARD MEETINGS**

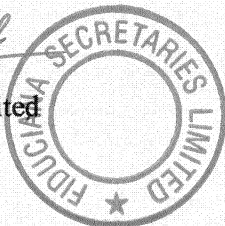
9. The Board of Directors unanimously resolved that the Board Meetings of 2015 will be held as follows:
- 23<sup>rd</sup> April 2015 in London;
  - 28<sup>th</sup> May 2015 in Cyprus;
  - 27<sup>th</sup> August 2015 in Cyprus;
  - 26<sup>th</sup> November 2015 in Cyprus.

#### **TERMINATION:**

10. There being no other business, the Meeting is concluded at 13.00.

THE SECRETARY

  
Fiduciana Secretaries Limited



THE CHAIRMAN

  
Richard Andrew Smyth