

**The Meeting is immediately followed by an extraordinary general meeting of the shareholders of the Company**

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**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF KSG AGRO S.A. HELD IN LUXEMBOURG ON AUGUST 18, 2017**

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In the year two thousand seventeen, on the eighteen of August at 5 p.m.

was held the extraordinary general meeting (**the Meeting**) of the shareholders (**the Shareholders**) of KSG Agro S.A., a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 24, rue Astrid, L-1143 Luxembourg, Grand Duchy of Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) (**RCS**) under the number B 156.864 (the Company).

The Meeting is chaired by Eric Tazzieri, residing professionally in Luxembourg (**the Chairman**), who appoints Ismérie Henaux, residing professionally in Luxembourg as secretary (**the Secretary**).

The Meeting appoints Emmanuel Thiry, residing professionally in Luxembourg as scrutineer (**the Scrutineer**), the Chairman, the Secretary and Scrutineer constituting **the Bureau** of the Meeting.

The Shareholders present and/or represented at the Meeting and the number of shares they hold are indicated on an attendance list, which will remain attached to the present minutes after having been signed by the Shareholders present, the proxy holder(s) of the Shareholders represented at the Meeting and the members of the Bureau.

The proxies from the Shareholders represented at the present Meeting will also remain attached to the present minutes and signed by all the parties.

The Bureau having been constituted, the Chairman declares that:

- I. It appears from an attendance list established and certified by the members of the Bureau that 9,705,500 (nine million and seven hundred and five thousand and five hundred) shares having a par value of one United States Dollar cent (USD 0,01) each, representing 64.62 % (sixty four comma three per cent) of the share capital of the Company, are duly represented at this Meeting which is consequently regularly constituted and may deliberate upon the items on the agenda, hereinafter reproduced.
- II. The agenda of the Meeting as worded as follows:
  - a. Convening notices;
  - b. Dissolution of the Company or continuation if the activities of the Company in accordance with article 100 of the law of August 10, 2016 on commercial companies, as amended (**the Company Law**), considering the net equity of the Company during the financial year ended December 31, 2015; and
  - c. Miscellaneous.
- III. The Meeting has taken the following resolutions:

**First Resolution:**

The Meeting acknowledges that any Shareholder who is not present on represented at the Meeting has been duly convened to the Meeting by way of a convening notice published in the Memorial, on the Tageblatt on July 13, 2017 and on the website of company on July 13, 2017.

This resolution is adopted by 64,62 % of the share capital of the Company.



**Second Resolution:**

The Meeting acknowledges that the net equity of the Company as per December 31, 2015 is lower than a quarter of the share capital of the Company and consequently resolves to continue the activities of the Company in accordance with article 100 of the Company Law.


This resolution is adopted by 64,62 % of the share capital of the Company.

There being no further business on the agenda, the Chairman closes the Meeting.



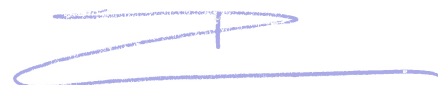
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Eric Tazzieri  
Chairman



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Ismérie Henaux  
Secretary



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Emmanuel Thiry  
Scrutineer

## ANNEX 1: ATTENDANCE LIST

**KSG Agro S.A.**

*Société anonyme*

Registered address: 24, rue Astrid  
L-1143 Luxembourg, Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 156.864  
(the **Company**)

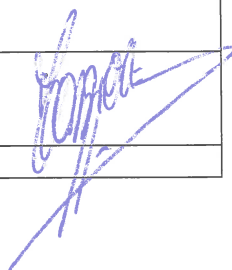
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**ATTENDANCE LIST**

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**Of the extraordinary general meeting of the shareholders of KSG Agro S.A. held on August 18, 2017 at 24, rue Astrid L-1143 Luxembourg, Grand Duchy of Luxembourg.**

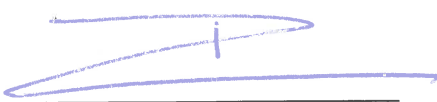
**The Company has issued 15,020,000 (fifteen million and twenty thousand) shares each having a voting right.**

Name of the Shareholder	Number of shares held	Number of shares presented at the meeting	Represented by	Signature
OLBIS Investments LTD S. A.	9,705,500	9,705,500	Eric Tazzieri	

Luxembourg, August 18, 2017

  
Eric Tazzieri  
Chairman

  
Ismérie Henaux  
Secretary

  
Emmanuel Thiry  
Scrutineer

## POWER OF ATTORNEY

I, the Undersigned, **OLBIS INVESTMENTS LTD** with its registered seat in Panama, Plaza 2000, 16th Floor, 50th Street

being the holder of 9.705.500 shares

in **KSG Agro S.A.** (hereinafter referred to as the « Company »), a *société anonyme* existing under the laws of Luxembourg, having its Registered Office at 24 rue Astrid, L-1143 Luxembourg, and duly registered with the *Registre de Commerce et des Sociétés* of Luxembourg, Section B, under the Number **158.864**,

hereby authorizes and empowers

**Eric Tazzieri**

(the “Attorney”)

to represent the Undersigned at the Extraordinary General Meeting of Shareholders of the Company to be held at its Registered Office on August 18<sup>th</sup>, 2017 at 05.00 pm CET.

in order to deliberate upon the following Agenda:

### AGENDA:

a. Convening notices;

agree  disagree  abstention

b. Continuation of the activities of the Company in accordance with article 100 of the law of August 10, 2016 on commercial companies, as amended (the Company Law), considering the net equity of the Company during the financial year ended December 31, 2015; and

agree  disagree  abstention

c. Miscellaneous

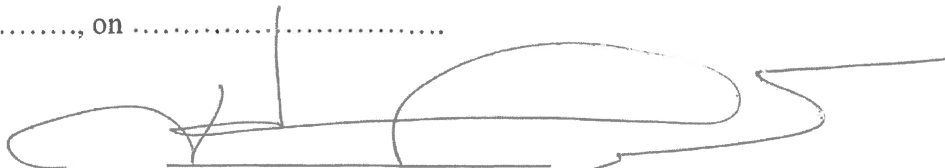
The Undersigned acknowledges that a blank vote will be considered by the Attorney as a vote « agree ».

The Proxyholder is furthermore authorized to make any statement, cast all votes, sign all minutes of meetings and other documents, do everything which is lawful, necessary or simply useful in view of the accomplishment and fulfilment of the present proxy and to proceed, in accordance with the requirements of Luxembourg law, to any registration with the *Registre de Commerce et des Sociétés* of Luxembourg and to any publication in the « Mémorial », while the Undersigned promises to ratify all said actions taken by the Proxyholder whenever

requested.

The present proxy will remain in force if this Extraordinary General Meeting of Shareholders, for whatsoever reason, is to be continued or postponed.

Done in ....., on .....

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke.

OLBIS INVESTMENTS LTD

*Kasianov*