

**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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**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF KSG AGRO S.A.**

**HELD IN LUXEMBOURG ON OCTOBER 2<sup>ND</sup>, 2017**

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In the year two thousand seventeen, on the 02 of October at 4 p.m.

was held the extraordinary general meeting (**the Meeting**) of the shareholders (**the Shareholders**) of the 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 and registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) (**RCS**) under number B 156.864 (**the Company**).

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

The Meeting appoints Karine Ansmant, residing personally 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 and indicated on an attendance list which will remain attached to the present minutes after having been signed by the Shareholders represented at the Meeting and the members and the members of the Bureau.

I. The agenda of the Meeting is worded as follows:

1. Acknowledgement of the resignation following the death of Mr. Sergii MAZIN as Class A director of the Company and as audit committee member of the Company.
2. Discharge of Mr. Sergii MAZIN as Class A director of the Company and as audit committee member of the Company, for the performance of his respective director's and committee member's duties from the date of his respective appointments until the date of his resignation.
3. Appointment of Mr. Andriy SKOROKHOD as new Class A director of the Company and as new audit committee member of the Company.
4. Decision to confirm the renewal of the mandate of Mr Sergiy Kasianov until the annual general meeting of the Company to be held in 2020.
5. Decision to confirm the appointment as independent auditor of BDO Audit S.A.( previously HRT Révision)(*réviseur d'entreprises agréé*) of the Company until the annual general meeting of the Company to be held in 2020.

**First Resolution:**

Acknowledgement of the resignation to according with death of Mr. Sergii MAZIN as Class A director of the Company and as audit committee member of the Company.

**Second Resolution:**

Discharge of Mr. Sergii MAZIN as Class A director of the Company and as audit committee member of the Company, for the performance of his respective director's and committee member's duties from the date of his respective appointments until the date of his resignation.

**Third Resolution:**

Appointment of Mr. Andriy SKOROKHOD as new Class A director of the Company and as new audit committee member of the Company, until the Annual General Shareholders Meeting to be held in 2020.

**Fourth Resolution:**

Decision to confirm the renewal of the mandate of Mr Sergiy Kasianov until the annual general meeting of the Company to be held in 2020.

**Fifth Resolution:**

Decision to confirm the appointment as independent auditor of BDO Audit S.A.(previously HRT Révision)(*réviseur d'entreprises agréé*) of the Company with effect on March 29th, 2016 until the annual general meeting of the Company to be held in 2020.

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



Eric Tazzieri  
Chairman



Ismérie Henaux  
Secretary



Karine Ansmant  
Scrutineer

## ANNEX 1: ATTENDANCE LIST

**KSG Agro S.A.**

*Société anonyme*

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L-1143 Luxembourg, Grand Duchy of Luxembourg  
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(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 October 02<sup>nd</sup>, 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, October 02, 2017

  
Eric Tazzieri  
Chairman

  
Ismérie Henaux  
Secretary

  
Karine Ansmant  
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 October 2<sup>nd</sup>, 2017 at 04.00 pm CET.

in order to deliberate upon the following Agenda:

### AGENDA:

a. Convening notices;

agree  disagree  abstention

b. Acknowledgement of the resignation following the death of Mr. Sergii MAZIN as Class A director of the Company and as audit committee member of the Company;

agree  disagree  abstention

c. Discharge of Mr. Sergii MAZIN as Class A director of the Company and as audit committee member of the Company, for the performance of his respective director's and committee member's duties from the date of his respective appointments until the date of his resignation ;

agree  disagree  abstention

d. Appointment of Mr. Andriy SKOROKHOD as new Class A director of the Company and as new audit committee member of the Company ;

agree  disagree  abstention

e. Decision to confirm the renewal of the mandate of Mr Sergiy Kasianov until the annual general meeting of the Company to be held in 2020 ;

agree  disagree  abstention

- f. Decision to confirm the appointment as independent auditor of BDO Audit S.A.( previously HRT Révision)(réviseur d'entreprises agréé) of the Company until the annual general meeting of the Company to be held in 2020;

agree  disagree  abstention

- g. 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 Dnipro, Ukraine on August 25, 2017

  
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OLBIS INVESTMENTS LTD

