

**KSG Agro S.A.**  
*Société anonyme*  
24, rue Astrid, L-1143 Luxembourg  
R.C.S. Luxembourg: B 156.864

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**CONVENING NOTICE**  
**To the Annual general meeting of the shareholders of KSG Agro S.A.**

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The Board of Directors of KSG Agro S.A. (the "Company") is pleased to convene you to the Annual General Meeting (the Meeting) of the shareholders of the Company which will be held at the registered office of the Company at 24, rue Astrid, L-1143 Luxembourg, Grand Duchy of Luxembourg on August 30<sup>th</sup>, 2019 at 9:00 a.m. CET, with the following agenda:

- a. Convening notices;
- b. Decision to acknowledge, accept and approve the resignation of BDO Audit S.A. with effect October 11, 2018 as independent auditor;
- c. Discharge to the above resigning independent auditor for the performance of its duties until the effective date of resignation;
- d. Acknowledgement, approval and to the extent necessary ratification of the appointment of C-CLERC S.A. with registered office at 1, rue Pletzer, L-8080 Bertrange and registered with the Luxembourg Registry of Commerce and Companies under number B 200724 with effect January 31, 2019 as independent auditor until the annual general meeting of the Company to be held in 2020;
- e. Decision to hold the Annual General Meeting on August 30<sup>th</sup>, 2019 as provided for in article 15 of the articles of association of the Company (the Articles) and discharge (quitus) to the board of directors of the Company (the Board) in relation thereto;
- f. Reading and approval of the management report (the "Management Report"), drawn up by the Board of Directors of the Company for the financial year ended on December 31<sup>st</sup>, 2018 (the "Board of Directors"), to and by the Shareholders;
- g. Reading and approval of the independent auditor's report (rapport du réviseur d'entreprises agréé) on the financial year ended on December 31<sup>st</sup>, 2018 (the "Independent Auditor's Report") and approval of the Company's balance sheet, profit and loss statement and its annexes for the financial year ended on December 31<sup>st</sup>, 2018 (the "Annual Accounts");
- h. Decision on the allocation of the result for the financial year ended on December 31<sup>st</sup>, 2018;
- i. Decision to approve the special report of the Board of Directors dated July 19<sup>th</sup>, 2019 (the "Special Report"), established according to Article 480-2 of the Law of 10 August 1915 on commercial companies, as amended (the "1915 Law");
- j. Decision to pursue the Company's activity according to Article 480-2 of the 1915 Law in accordance with the Board of Directors' proposal as included in the Special report;

- k. Reading and approval of the independent auditor's report (rapport du réviseur d'entreprises agréé) on the consolidated financial statements with respect to the year of 2018, started on January 1<sup>st</sup>, 2018 and ended on December 31<sup>st</sup>, 2018 (the "Consolidated Annual Accounts") and approval of the Consolidated Financial Statements and of its appendix (including the management report);
- l. Discharge of the members of the Company's Board of Directors and its Independent Auditor (réviseur d'entreprises agréé) of the Company for the execution of their respective mandates;
- m. Miscellaneous.

The shareholders are hereby informed that unless otherwise provided by law or by the articles of association of the Company, resolutions of the Meeting are passed at the majority of more than one-half (1/2) of all voting rights present or represented.

The dissolution of the Company shall be decided at the occasion of the Meeting if at least one fourth (1/4) of all voting rights present or represented with a quorum of at least one half (1/2) of the share capital represented votes in its favor.

In accordance with article 5 (2) and 5 (3) of the law of May 24, 2011 on the exercise of certain rights by the shareholders at the occasion of the general meetings of the shareholders of listed companies (the Law), the shareholders who intend to participate to the Meeting shall notify the Company in writing at the latest on the registration date set on August 16<sup>th</sup>, 2019 at 00h00 (the Registration Date) their intention to participate to the Meeting by mail post sent to the registered office of the Company or by e-mail to the following address [info@ksgagro.com](mailto:info@ksgagro.com) (from web page <http://www.ksgagro.com/en/investment/ir-contact/>) (the Notice), with such Notice including the name or company name, address or registered office, the number of shares held by the participating shareholder of the Company as of the Registration Date and a certificate issued by a financial institution or a custodian of the European Economic Area certifying the ownership of his/her/its shares as of the Registration Date and, indicating the name, address and with respect to companies, the number and name of the companies register where they are registered, together with the number and the class of the shares they hold.

Only the persons who are shareholders of the Company as of the Registration Date will be entitled to participate to and vote at the Meeting.

You will find enclosed a power of attorney for your representation at the Meeting. Such proxy, as well as the samples/drafts of the other documents related to the Meeting, is also available on the website of the Company: <http://www.ksgagro.com/investment/general-information/general-meetings/>

Should you wish to be represented at the Meeting, please fill-in, date and sign the proxy and return it by e-mail and courier to the attention of Eric Tazzieri (24, rue Astrid, L-1143 Luxembourg, Tel : +352 28 37 22 211 e-mail: [eric.tazzieri@wconseilgroup.com](mailto:eric.tazzieri@wconseilgroup.com)) by August 16<sup>th</sup>, 2019 at 00h00 at the latest.

Legal grounds: Article 56.1 of Polish Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, and Article 3(4) of the Luxembourg law of 11 January 2008 relating to the transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market.

## POWER OF ATTORNEY

I, the Undersigned, .....

being the holder of ..... 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 “Proxyholder”)

to represent the Undersigned at the Annual General Meeting of Shareholders of the Company to be held at its Registered Office on August, 30<sup>th</sup> 2019 at 09.00 am CET.

in order to deliberate upon the following Agenda:

### AGENDA:

a. Convening notices;

agree           disagree           abstention

b. Decision to acknowledge, accept and approve the resignation of BDO Audit S.A. with effect October 11, 2018 as independent auditor;

agree           disagree           abstention

c. Discharge to the above resigning independent auditor for the performance of its duties until the effective date of resignation ;

agree           disagree           abstention

d. Acknowledgement, approval and to the extent necessary ratification of the appointment of C-CLERC S.A. with registered office at 1, rue Pletzer, L-8080 Bertrange and registered with the Luxembourg Registry of Commerce and Companies under number B 200724 with effect January 31, 2019 as independent auditor until the annual general meeting of the Company to be held in 2020 ;

agree           disagree           abstention

- e. Decision to hold the Annual General Meeting on August 30<sup>th</sup>, 2019 as provided for in article 15 of the articles of association of the Company (the Articles) and discharge (quitus) to the board of directors of the Company (the Board) in relation thereto;

agree       disagree       abstention

- f. Reading and approval of the management report (the “Management Report”), drawn up by the Board of Directors of the Company for the financial year ended on December 31<sup>st</sup>, 2018 (the “Board of Directors”), to and by the Shareholders;

agree       disagree       abstention

- g. Reading and approval of the independent auditor’s report (rapport du réviseur d’entreprises agréé) on the financial year ended on December 31<sup>st</sup>, 2018 (the “Independent Auditor’s Report”) and approval of the Company’s balance sheet, profit and loss statement and its appendixes for the financial year ended on December 31<sup>st</sup>, 2018 (the “Annual Accounts”);

agree       disagree       abstention

- h. Decision on the allocation of the result for the financial year ended on December 31<sup>st</sup>, 2018;

agree       disagree       abstention

- i. Decision to approve the special report of the Board of Directors dated July 19<sup>th</sup>, 2019 (the “Special Report”), established according to Article 480-2 of the Law of 10 August 1915 on commercial companies, as amended (the “1915 Law ”);

agree       disagree       abstention

- j. Decision to pursue the Company’s activity according to Article 480-2 of the 1915 Law in accordance with the Board of Directors’ proposal as included in the Special report;

agree       disagree       abstention

- k. Reading and approval of the independent auditor’s report (rapport du réviseur d’entreprises agréé) on the consolidated financial statements with respect to the year of 2018, started on January 1<sup>st</sup>, 2018 and ended on December 31<sup>st</sup>, 2018 (the “Consolidated Annual Accounts”) and approval of the Consolidated Financial Statements and of its appendix (including the management report);

agree       disagree       abstention

- l. Discharge of the members of the Company’s Board of Directors and its Independent Auditor (réviseur d’entreprises agréé) of the Company for the execution of their respective mandates;

agree       disagree       abstention

- m. Miscellaneous

The Undersigned acknowledges that a blank vote will be considered as “agree” by the Proxyholder.

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 Meeting of Shareholders, for whatsoever reason, is to be continued or postponed.

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

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