

KSG Agro S.A.  
*Société anonyme*  
Registered address: 46A, avenue J.F. Kennedy,  
L-1855 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 156.864  
(the **Company**)

To the shareholders of the Company

***By e-mail and registered mail***

Luxembourg, October 30<sup>th</sup>, 2013

**Extraordinary general meeting of the shareholders of KSG Agro S.A.**

Dear Sir,

We are pleased to convene you to the Extraordinary general meeting (the **Meeting**) of the shareholders of the Company which will be held at the registered office of the Company at **46A, avenue J.F. Kennedy, L-1855 Luxembourg** on **December 2<sup>nd</sup>, 2013** at **11:00 a.m. CET**, with the following agenda:

1. Convening notices;
2. Decision to remove BDO Audit as independent auditor (*réviseur d'entreprises agréé*) of the Company effective as of the date of the Meeting;
3. Designation and appointment of a new independent auditor (*réviseur d'entreprises agréé*) of the Company effective as of the date of the Meeting;
4. Acceptance and approval of the resignation of Mr. Tomasz Jankowski as Class A director of the Company effective as of the date of the Meeting;
5. Discharge (*quitus*) of Mr. Tomasz Jankowski as Class A director for the performance of his duties up to and including the effective date of his resignation, being for the avoidance of doubt the date of the Meeting;
6. Appointment of Mr. Oleksandr Perov as Class A director of the Company effective as of the date of the Meeting
7. Authorization and empowerment; and
8. Miscellaneous.

The integral text of the documents which shall be submitted to the Meeting, the draft of the resolutions or the comments issued by the Board on each item on the proposed agenda of the Meeting as the case may be and to the extent applicable the drafts of the resolutions submitted by the shareholders can be obtained upon written request sent to the registered office of the Company or by e-mail at [aperov@ksgagro.com](mailto:aperov@ksgagro.com) (from web page <http://www.ksgagro.com/en/investment/ir-contact/>).

One or more shareholders who together hold at least five percent (5%) of the share capital of the Company may request that one or more additional items be put on the agenda of the Meeting and deposit draft of resolutions related thereto. Such request shall be made in writing and sent to the registered office of the Company by mail post or e-mail at the following address [aperov@ksgagro.com](mailto:aperov@ksgagro.com) (from web page <http://www.ksgagro.com/en/investment/ir-contact/>) and shall enclose a justification or a draft of resolutions to be adopted at the occasion of the Meeting and shall be received by the Company at least the twenty-second (22nd) day preceding the date of the Meeting, i.e. November 10, 2013. The request shall indicate the postal or electronic address to which the Company shall send the acknowledgement of receipt of such requests.

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 November 14, 2013 at 24:00 (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 [aperov@ksgagro.com](mailto:aperov@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 and the Extraordinary Meeting.

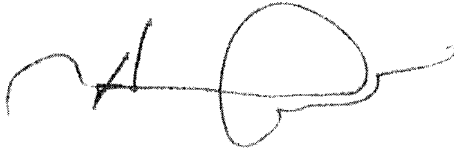
The shareholders may attend the Meeting either in person or be represented by way of a proxy. You will find enclosed as Schedule a power of attorney for your representation at the Meeting. Such proxy is also available on the website of the Company: <http://www.ksgagro.com/en>.

Should you wish to be represented at the Meeting, please fill-in, date and sign the proxy and return it by fax or e-mail **and** courier to the attention of Audrey Jarreton (address: 6, rue Jean Monnet, L-2180 Luxembourg; fax: +352 26 43 28 67; e-mail: [ajarreton@beerens-avocats.lu](mailto:ajarreton@beerens-avocats.lu)) **by November 29, 2013 11:00 a.m. CET at the latest.**

The information to be published pursuant to article 3 (4) of the Law together with the form of the Notice, the registration certificate (to be issued by a financial institution or a custodian of the European Economic Area certifying the ownership of the shares as of the Registration Date), and the proxy are available to the shareholders on the website of the Company for an uninterrupted period, commencing on the day of publication of the present convening notice to the Meeting and including the date of the Meeting.

Yours faithfully,

For and on behalf of KSG Agro S.A.



By: Sergiy Korianov  
Title: Director A



By: Gwenaëlle B.A.D. Cousin  
Title: Director B

SCHEDULE

## PROXY

The undersigned \_\_\_\_\_, [with residence at/with registered office at \_\_\_\_\_] (the **Undersigned**),

hereby appoints any employee of TMF Luxembourg S.A. and any lawyer of Beerens & Avocats S.à r.l. (each a **Proxyholder**), each acting individually, as its true and lawful agent and attorney-in-fact,

in order to represent the Undersigned through his/her/it sole signature at the extraordinary general meeting (the **Meeting**) of 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 46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) (**RCS**) under the number B 156.864 (the **Company**), which will be held at the registered office of the Company on December 2, 2013 at 11:00 a.m.

The Meeting shall have the following agenda:

1. Convening notices;
2. Decision to remove BDO Audit as independent auditor (*réviseur d'entreprises agréé*) of the Company effective as of the date of the Meeting;
3. Designation and appointment of a new independent auditor (*réviseur d'entreprises agréé*) of the Company effective as of the date of the Meeting;
4. Acceptance and approval of the resignation of Mr. Tomasz Jankowski as Class A director of the Company effective as of the date of the Meeting;
5. Discharge (*quitus*) of Mr. Tomasz Jankowski as Class A director for the performance of his duties up to and including the effective date of his resignation, being for the avoidance of doubt the date of the Meeting.
6. Appointment of Mr. Oleksandr Perov as Class A director of the Company effective as of the date of the Meeting
7. Authorization and empowerment; and
8. Miscellaneous.

The Undersigned appoints the Proxyholder to vote upon all the items of the above agenda in accordance with any directions herein given and if no direction is given, the Proxyholder shall vote FOR with respect to each of the proposals for which no direction is given.

1. RESOLUTION to acknowledge that the Undersigned has been duly convened to the Meeting by way of a convening notice published in the *Mémorial C, Recueil des Sociétés et Associations* on October 31, 2013, on the Tageblatt on October 31, 2013 and on the website of the Company on October 31, 2013.

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. RESOLUTION to remove BDO Audit as statutory/independent auditor of the Company effective as of the date of the Meeting.

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. RESOLUTION to designate and appoint a new independent *auditor (réviseur d'entreprises agréé)* of the Company effective as of the date of the Meeting for a term which will expire on the date of the annual general meeting of the shareholders of the Company to be held in 2014.

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. RESOLUTION to approve the resignation of Mr. Tomasz Jankowski as Class A director of the Company effective as of the date of the Meeting.

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. RESOLUTION to approve to grant discharge (*quitus*) for Mr. Tomasz Jankowski as Class A director for the performance of his duties up to and including the effective date of his resignation, being for the avoidance of doubt the date of the Meeting.

For	Against	Abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. RESOLUTION to appoint Mr. Oleksandr Perov as Class A director of the Company effective as of the date of the Meeting.

For                  Against                  Abstention

☐                  ☐                  ☐

7. RESOLUTION to authorize and empower any director of the Company and/or any employee of TMF Luxembourg S.A., each individually and severally, to proceed in the name and on behalf of the Company and in accordance with the requirements of Luxembourg law, with the resignation of Mr. Tomasz Jankowski as Class A Director, the appointment of Mr. Oleksandr Perov as new Class A Director, the removal of BDO Audit as independent auditor (*réviseur d'entreprises agréé*) and appointment of the independent auditor (*réviseur d'entreprises agréé*) of the Company with the RCS and to publish the same in the *Mémorial C, Recueil des Sociétés et Associations*, and to carry out all acts and things so as to carry into effect the purposes and intent of the Meeting.

For                  Against                  Abstention

☐                  ☐                  ☐

The Undersigned authorizes the Proxyholder to approve, reject or modify, in the name and on behalf of the Undersigned, any item on the agenda and add any item to the agenda and, in addition, gives full power to the Proxyholder to make any statement, cast all votes, sign all minutes of meetings and other documents, do all acts necessary or useful in connection with or in respect of the performance of the present proxy, even though not especially indicated, undertaking to ratify and confirm such acts taken by the Proxyholder and signatures if the need should arise and to proceed, in accordance with the requirements of Luxembourg law, with any registration with the RCS and to any publication in the *Mémorial C, Recueil des Sociétés et Associations*.

The Undersigned undertakes to fully indemnify the Proxyholder against all claims, losses, costs, expenses, damages or liability which the Proxyholder sustains or incurs as a result of any action taken by him/her in good faith pursuant to this proxy including any costs incurred in enforcing this proxy.

This proxy is governed by and shall be construed in accordance with the laws of the Grand Duchy of Luxembourg. The courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of, or in connection with, this proxy.

Given in \_\_\_\_\_, on \_\_\_\_\_

\_\_\_\_\_  
By: \_\_\_\_\_

Title: \_\_\_\_\_