

**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, May 27, 2014

**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 in Luxembourg at **35/37, avenue de la Liberté, L-1931 Luxembourg** (Beerens & Avocats) on **June 30, 2014** at **11:00 a.m. CET**, with the following agenda:

1. Convening notices;
2. Decision to acknowledge, accept and approve the resignations of (i) Mr. Oleksandr Perov as class A director of the Company effective as of May 23, 2014 and (ii) Mrs. Gwenaëlle Bernadette Andrée Dominique Cousin and Mr. Jacob Mudde as class B directors of the Company effective as of May 23, 2014;
3. Discharge (*quitus*) to the above resigning directors of the Company for the performance of their respective duties up to and including the effective date of their respective resignations;
4. Acknowledgement, approval and to the extent necessary ratification of the appointment of Mr. Andrii Mudriievskiyi as new class A director of the Company effective as of May 23, 2014;
5. Acknowledgement, approval and to the extent necessary ratification of the appointments of Mr. Xavier Soulard and Mr. Eric Tazzieri as new class B directors of the Company effective as of May 26, 2014;
6. Decision that the above newly appointed directors of the Company shall be appointed for a period of six years;
7. Acknowledgement, approval and to the extent necessary ratification of the transfer of the registered office of the Company from its current address to 24, rue Astrid, L-1143 Luxembourg effective as of May 26, 2014;

8. Authorization and empowerment; and
9. 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 [msv@ksgagro.com](mailto:msv@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 [msv@ksgagro.com](mailto:msv@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. June 8, 2014. 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 June 16, 2014 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 [msv@ksgagro.com](mailto:msv@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 4 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>.

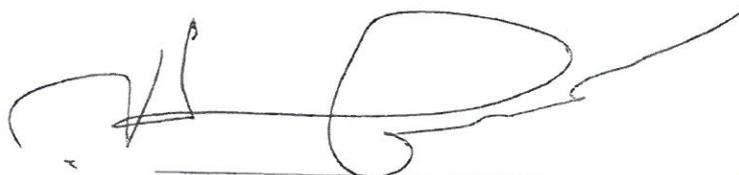
Should you wish to be represented at the Meeting, please fill-in, date and sign the proxy and return it by fax or e-mail **and** courier to the attention of Audrey Jarreton (address: 35/37, avenue de la Liberté, L-1931 Luxembourg (Beerens & Avocats); fax: +352 26 43 28 67; e-mail: [ajarreton@beerens-avocats.lu](mailto:ajarreton@beerens-avocats.lu)) by **June 27, 2014 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.

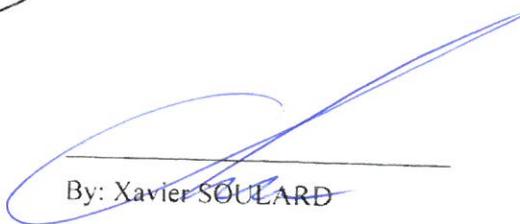
Yours faithfully,

For and on behalf of **KSG Agro S.A.**



By: Sergiy KASIANOV

Title: Director A



By: Xavier SOULARD

Title: Director B