

KSG Agro S.A.

Société anonyme

46A, avenue J.F. Kennedy, L-1855 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B 156.864

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF KSG AGRO S.A.
HELD IN LUXEMBOURG ON JUNE 30, 2014

In the year two thousand fourteen, on the thirtieth day of June at 11:00 am,

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 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 number B 156.864 (the **Company**).

The Meeting is chaired by Cédric Bless, residing in Luxembourg (the **Chairman**), who appoints Bernard Beerens, residing in Luxembourg as secretary (the **Secretary**).

The Meeting appoints Audrey Jarreton, 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 thus been constituted, the Chairman declares that:

I. It appears from an attendance list established and certified by the members of the Bureau that nine million seven hundred and five thousand five hundred (9,705,500) shares having a par value of one United States Dollar cent (USD 0.01) each, representing (64.62%) 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 is worded as follows:

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 Mudriievskyi as new class A director of the Company effective as of May 23, 2014;

c.B. 

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.

III. The Meeting has taken the following resolutions as follows:

First Resolution:

The Meeting acknowledges that any Shareholder who is not present or represented at the Meeting has been duly convened to the Meeting by way of a convening notice published in the *Mémorial C, Recueil des Sociétés et Associations*, on the Tageblatt on May 30, 2014 and on the website of the Company on May 30, 2014.

This resolution is adopted by 64.62% of the share capital of the Company.

Second Resolution:

The Meeting resolves 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.

This resolution is adopted by 64.62% of the share capital of the Company.

Third Resolution:

The Meeting resolves to grant discharge 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.

This resolution is adopted by 64.62% of the share capital of the Company.

Fourth Resolution:

The Meeting acknowledges, approves and to the extent necessary ratifies the appointment of Mr. Andrii Mudrievskyi as new class A director of the Company effective as of May 23, 2014.

This resolution is adopted by 64.62% of the share capital of the Company.

Fifth Resolution:

The Meeting acknowledges, approves and to the extent necessary ratifies the appointment of Mr. Xavier Soulard and Mr. Eric Tazzieri as new class B directors of the Company effective as of May 26, 2014.

This resolution is adopted by 64.62% of the share capital of the Company.

Sixth Resolution:

The Meeting resolves that the above newly appointed directors of the Company shall be appointed for a period of six years.

This resolution is adopted by 64.62% of the share capital of the Company.

Handwritten signature and initials:
A blue circular stamp containing the letters "c.B" and a stylized signature or mark below it.

Seventh Resolution:

The Meeting acknowledges, approves and to the extent necessary ratifies 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.

This resolution is adopted by 64.62% of the share capital of the Company.

Eighth Resolution:

The Meeting resolves to authorize and empower any director of the Company, any lawyer of Beerens & Avocats S.à r.l. and/or any employee of TMF Luxembourg S.A., individually, acting in the name and on behalf of the Company, to perform all acts so as to carry into effect the purposes and intent of the above resolutions and to execute, deliver and perform under any documents, instruments, deeds, agreements, notices (including convening notices), acknowledgments, statements, certificates or powers of attorney, or any other documents as may be necessary or useful in connection with the above resolutions and in particular, to proceed with the registration of the above resignations, appointments and the transfer of the registered office of the Company with the RCS and with any publication in the *Mémorial C, Recueil Sociétés et Associations*.

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.



Chairman




Secretary



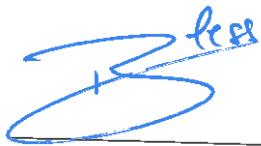
Scrutineer

KSG Agro S.A.
Société anonyme
46A, avenue J.F. Kennedy, L-1855 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 156.864

**Attendance list of the extraordinary general meeting of the shareholders of KSG Agro S.A. held on
June 30, 2014**

Name of shareholder	Number of shares	Percentage share capital	Proxyholder	Signature
ICD Investments S.A.	9,705,500	64.62%	Audrey Jarreton	
Total	9,705,500	64.62%		

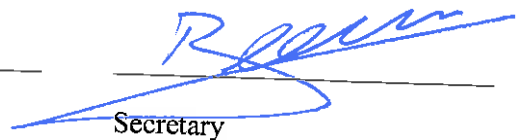
Luxembourg, on June 30, 2014



Chairman



Scrutineer



Secretary

PROXY

The undersigned ICD Investments SA, with residence at via Nassa 60, CP 6275, 6901 Lugano, Switzerland (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 in Luxembourg on June 30, 2014 at 11:00 a.m.

The Meeting shall have 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 (*quittus*) 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 Mudriievskiy 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 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 May 27, 2014, on the Tageblatt on May 30, 2014 and on the website of the Company on May 30, 2014.

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

2. RESOLUTION 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.

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

3. RESOLUTION to grant 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.

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

4. RESOLUTION to acknowledge, approve and to the extent necessary ratify the appointment of Mr. Andrii Mudriievskyi as new class A director of the Company effective as of May 23, 2014.

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

5. RESOLUTION to acknowledge, approve and to the extent necessary ratify the appointments of Mr. Xavier Soulard and Mr. Eric Tazzieri as new class B directors of the Company effective as of May 26, 2014.

For	Against	Abstention
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6. RESOLUTION that the above newly appointed directors of the Company shall be appointed for a period of six years.

For Against Abstention

7. RESOLUTION to acknowledge, approve and to the extent necessary ratify 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.

For Against Abstention

8. RESOLUTION to authorize and empower any director of the Company, any lawyer of Beerens & Avocats S.à r.l. and/or any employee of TMF Luxembourg S.A., individually, acting in the name and on behalf of the Company, to perform all acts so as to carry into effect the purposes and intent of the above resolutions and to execute, deliver and perform under any documents, instruments, deeds, agreements, notices (including convening notices), acknowledgments, statements, certificates or powers of attorney, or any other documents as may be necessary or useful in connection with the above resolutions and in particular, to proceed with the registration of the above resignations, appointments and the transfer of the registered office of the Company with the RCS and with any publication in the *Mémorial C, Recueil Sociétés et Associations*.

For Against Abstention

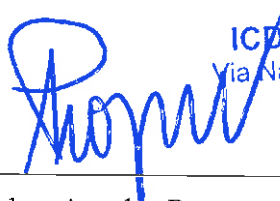
The Undersigned authorizes the Proxyholder to approve, reject or modify, in the name and on behalf of the Undersigned, any item on the agenda and add any item to the agenda and, in addition, gives full power to the Proxyholder to make any statement, cast all votes, sign all minutes of meetings and other 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 Lugano, on 25.06.2014


ICD INVESTMENTS SA
Via Nassa 60. CH-6900 Lugano,
P.O. Box 6275
SWITZERLAND

By: Andrea Amedeo Prospero

Title: Director / President