**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 statutory/independent auditor 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*) to Mr. Tomasz Jankowski as Class A director for the performance of his duties up to and including the effective date of his resignation;
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.

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| For | | |  | Against | | | Abstention | | |
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1. RESOLUTION to remove BDO Audit as statutory/independent auditor of the Company effective as of the date of the Meeting.

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| For | | |  | Against | | | Abstention | | |
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1. RESOLUTION to designate and appoint a new independent *auditor (réviseur d'entreprises agréé*) of the Company for a term which will expire on the date ofthe annual general meeting of the shareholders of the Company to be held in 2014.

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

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| For | | |  | Against | | | Abstention | | |
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1. RESOLUTION to approve to grant discharge (*quitus*) to 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.

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| For | | |  | Against | | | Abstention | | |
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1. RESOLUTION to appoint Mr. Oleksandr Perov as Class A director of the Company effective as of the date of the Meeting.

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| For | | |  | Against | | | Abstention | | |
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1. 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.

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| For | | |  | Against | | | Abstention | | |
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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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_