**KSG Agro S.A.**

***Société anonyme***

**Registered office: 46A, Avenue J.F. Kennedy, L-1855 Luxembourg**

**The Grand Duchy of Luxembourg**

**R.C.S. LUXEMBOURG B 156864**

**(the “Company”)**

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY HELD ON 29 June 2012 IN LUXEMBOURG**

In the year two thousand and twelve, on the twenty-ninth day of June, was held the annual general meeting (the “**Meeting**”) of the shareholders of the public limited liability company (*société anonyme*) KSG Agro S.A., having its registered office at 46A, Avenue J. F. Kennedy, L-1855 Luxembourg (the “**Company**”) incorporated on November 16, 2010 pursuant to the deed of Maître Edouard Delosch, notary residing in Rambrouch, Grand Duchy of Luxembourg, published on December 28, 2010 in the *Mémorial C*, *Recueil des Sociétés et Associations* (the “**Mémorial C**”) under number 2845 page 136514.

The Meeting is declared open at 2.00 p.m. (CET) and is presided by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ residing in Luxembourg.

The chairman appoints \_\_\_\_\_\_\_\_\_\_\_\_, professionally residing in Luxembourg, as secretary of the Meeting.

\_\_\_\_\_\_\_\_\_\_\_, professionally residing in Luxembourg is elected as scrutineer.

The chairman declares that:

1. The convening notice to the Meeting was published in the Luxembourg official gazette, Mémorial C, in the Tageblatt, on May 30, 2012, and was available on the website of the Company ([www.ksgagro.com](http://www.ksgagro.com)) since May 30, 2012 and disseminated via the polish press agency.
2. Copies of the convening notices, of the publications in the Mémorial C, the Tageblatt and of the dissemination in the polish press agency were deposited with the bureau of the Meeting.
3. The documents and information required for the present Meeting pursuant to the Luxembourg law dated August 10, 1915 on commercial companies, as amended, the Luxembourg law dated January 11, 2008 on transparency obligations of securities issuers, as amended, and the Luxembourg law dated May 24, 2011 on the exercise of certain rights of shareholders at general meetings of listed companies including, but not limited to (i) the draft of the shareholders resolutions to be taken during the Meeting, (ii) the annual report of the Company including the audited stand-alone financial statements of the Company for the financial year ending on December 31, 2011, (iii) the management report and the report of the independant auditor, (iv) the audited consolidated financial statements of the Company for the financial year ending on December 31, 2011, were available to the shareholders of the Company at the registered office of the Company and on the website of the Company since May 30, 2012.
4. The agenda of the Meeting is as follows:

**Agenda**

1. Convening notices;
2. Decision to hold the Meeting for the financial year from January 1st, 2011 to December 31, 2011 on June 29, 2012 at 2.00 p.m. rather than on May 15, 2012 at 11:00 am. as provided for in article 15.4 of the Company’s articles of association and discharge to the board of directors of the Company (the **Board**) in relation thereto;
3. Approval of the audited annual accounts of the Company for the financial year starting from January 1, 2011 and ending on December 31, 2011 (the **2011 Annual Accounts**);
4. Approval of the management report of the Company and the report of the independent auditor with respect to the 2011 Annual Accounts;
5. Allocation of the net result with respect to the 2011 Annual Accounts;
6. Approval of the continuation of the activities of the Company despite the losses of the Company made during the financial year ending on December 31, 2011;
7. Approval of the consolidated financial statements for the company as of December 31, 2011 and of the management report for the period covered by these financial statements (the **2011 Consolidated Annual Accounts**);
8. Discharge to the members of the Board for the performance of their duties during the financial year ending on December 31, 2011;
9. Discharge to BDO Audit as statutory/independent auditor of the Company for the performance of its duties during the financial year ending on December 31, 2011;
10. Acceptance and approval of the resignation of Mr. Waldemar Cezary Wasiluk as Class A director of the Company as of the date of the present Meeting;
11. Discharge to Mr. Waldemar Cezary Wasiluk as Class A director for the performance of his duties up to and including the effective date of his resignation;
12. Appointment of Mr. Tomasz Jankowski as Class A director of the Company as of the date of the present Meeting;

13. Approval and ratification of the execution of subscription and share lending agreement;

14. Approval and ratification of issuance of warrants and of the final drafts of the subscription agreement of warrants and terms and conditions;

15. Approval and ratification of the execution of the Promissory notes; and

16. Miscellaneous.

1. The items on the agenda of the Meeting may be adopted by a majority of more than one-half of all voting rights present and/or represented.
2. The names of the shareholders present and/or represented and the number of shares held by each of them are indicated in an attendance-list signed by the shareholders present, the proxies of the shareholders represented and by the members of the bureau of the Meeting; such attendance-list will remain attached to the original of these minutes, together with copies of the powers of attorney of the shareholders represented.
3. It appears from the said attendance-list that out of the 14,925,500 (fourteen million nine hundred twenty five thousand five hundred) shares representing the entire issued share capital of the Company, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (number in words) shares are validly represented at the Meeting. The Meeting is therefore validly constituted and may validly resolve on its agenda known to all the shareholders present and/or represented.

After the foregoing was approved by the shareholders present and/or represented, the following resolutions have been taken:

**FIRST RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 2 of the agenda:

*“The Meeting resolved to approve to hold the Meeting for the financial year from January 1st, 2011 to December 31, 2011 on June 29, 2012 at 2.00 p.m. rather than on May 15, 2012 at 11.00 a.m. as provided for in article 15.4 of the Company’s articles of association and to grant discharge to the Board in relation thereto.”*

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| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**SECOND RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 3 of the agenda:

“*The Meeting resolved to approve the audited 2011 Annual Accounts.”*

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| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**THIRD RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 4 of the agenda:

“*The Meeting resolved to approve the management report of the Company and the report of the independent auditor with respect to the 2011 Annual Accounts.”*

|  |  |  |
| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**FOURTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 5 of the agenda:

“*The Meeting acknowledged and approved the net loss with respect to the 2011 Annual Accounts amounting to two million seven hundred twenty four thousand two hundred forty seven United States Dollars and thirty nine cents (USD 2,724,247.39) and resolved to carry forward such loss to the next financial year.*”

|  |  |  |
| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**FIFTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 6 of the agenda:

*“The Meeting resolved to approve the continuation of the activities of the Company despite the losses of the Company made during the financial year ending on December 31, 2011.*

|  |  |  |
| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**SIXTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 7 of the agenda:

“*The Meeting resolved to approve the audited 2011 Consolidated Annual Accounts and the management report for the period covered by these 2011 Consolidated Annual Accounts*.”

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| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**SEVENTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 8 of the agenda:

*“The Meeting resolved to grant discharge to the members of the Board for the performance of their duties during the financial year ending onDecember 31, 2011:*

*Mr. Jacob Mudde, Director B, from March 8, 2011, till December 31, 2011;*

*Ms. Gwenaelle B.A.D. Cousin, Director B, from March 8, 2011, till December 31, 2011;*

*Mr. Oleksandr Shakhmatov, Director A, from March 8, 2011, till December 31, 2011;*

*Mr. Sergii Mazin, Director A, from March 8, 2011, till December 31, 2011;*

*Mr. Sergiy Kasianov, Director A and Chairman of the board of directors, from March 8, 2011, till December 31, 2011.”*

|  |  |  |
| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

**EIGHTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 9 of the agenda:

*“The Meeting resolved to grant discharge to the independent auditor BDO Audit for the performance of its duties during the financial year ending on December 31, 2011.*

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| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**NINTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 10 of the agenda:

*“The Meeting resolved to approve the resignation of Mr. Waldemar Cezary Wasiluk as Class A director of the Company as of the date of the present Meeting.”*

|  |  |  |
| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**TENTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 11 of the agenda:

*“The Meeting resolved to grant discharge to Mr. Waldemar Cezary Wasiluk as Class A director of the Company for the performance of his duties up to and including the effective date of his resignation.”*

|  |  |  |
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|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**ELEVENTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 12 of the agenda:

*“The Meeting resolved to appoint Mr. Tomasz Jankowski as Class A director of the Company as of the date of the present Meeting*.*”*

|  |  |  |
| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**TWELFTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 13 of the agenda:

*“The Meeting resolved to approve and ratify the execution* *of the subscription and share lending agreement attached hereto as Annex 3.”*

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| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**THIRTEENTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 14 of the agenda:

*“The Meeting resolved to approve and ratify the issuance of 750,000 warrants at the price of PLN 35.00 each and 750,000 warrants at the price of PLN 40.00 each and the final drafts of the subscription agreement of warrants and terms and conditions attached hereto as Annex 4.”*

|  |  |  |
| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

**FOURTEENTH RESOLUTION:** The Board proposes to the Meeting to take the following resolution on item 15 of the agenda:

*“The Meeting resolved to approve and ratify the execution of the Promissory notes attached hereto as Annex 5.”*

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| --- | --- | --- |
|  | **Number of voting rights duly expressed** | **% of voting rights duly expressed** |
| For: |  |  |
| Against: |  |  |
| Abstention: |  |  |

The resolution was thus adopted.

No further item being on the agenda of the meeting, the chairman then adjourned the meeting at \_\_\_\_ p.m.

Signed:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| \_\_\_\_\_\_\_\_\_\_\_\_\_  Chairman |  | \_\_\_\_\_\_\_\_\_\_\_\_\_  Secretary |  | \_\_\_\_\_\_\_\_\_\_\_\_\_  Scrutineer |

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| --- | --- |
| Annexes: | 1. Attendance-list 2. Copy of the power of attorney of the shareholders represented 3. Subscription and share lending agreement 4. Subscription agreement of warrants and terms and conditions 5. Promissory notes |

ANNEX 1: ATTENDANCE LIST

**KSG Agro S.A.**

***Société anonyme***

**Registered office: 46A, Avenue J.F. Kennedy, L-1855 Luxembourg,**

**The Grand-Duchy of Luxembourg**

**R.C.S. LUXEMBOURG B 156864**

**(the “Company”)**

**ATTENDANCE LIST**

# Of the annual general meeting of the shareholders of KSG Agro S.A. , held on 29 June 29, 2012 at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg.

# The Company has issued 14,925,500 (fourteen million nine hundred twenty-five thousand five hundred) shares each having a voting right.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Name of the Shareholder** | **Number of shares held** | **Number of shares presented at the meeting** | **Represented by** | **Signature** |
|  |  |  |  |  |
|  |  |  |  |  |

Luxembourg, June 29, 2012

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| --- | --- | --- |
| \_\_\_\_\_\_\_\_\_\_  Chairman | \_\_\_\_\_\_\_\_\_\_  Secretary | \_\_\_\_\_\_\_\_\_\_  Scrutineer |

ANNEX 2: COPY OF THE POWERS OF ATTORNEY OF THE SHAREHOLDERS REPRESENTED

ANNEX 3: SUBSCRIPTION AND SHARE LENDING AGREEMENT

ANNEX 4: SUBSCRIPTION AGREEMENT OF WARRANTS AND TERMS AND CONDITIONS

ANNEX 5: PROMISSORY NOTES