**NOTICE OF PARTICIPATION**

**TO BE SENT PRIOR TO JUNE 27, 2013**

From : [*name of the shareholder*]

To: **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

(the **Company**)

Re: Participation to the annual general meeting of the shareholders of the Company

Reference is made to the convening notice dated May 28, 2013 and published in the Luxembourg legal Gazette *The Memorial*,a Luxembourg official newspaper and on the website of the Company on May 28, 2012 (the **Convening Notice**).

According to the provisions of 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 and the Convening Notice, we hereby inform you of our intention to participate to the annual general meeting of the shareholders of the Company which will be held at **46A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg** on **June 29, 2012 at** **2 p.m. CET**, with the following agenda (the **Meeting**):

1. Convening notices;
2. Decision to hold the Meeting on June 28, 2013 at 11:00 a.m. rather than on June 30, 2013 at 11:00 a.m. as provided for in article 15.4 of the articles of association of the Company (the **Articles**) and discharge (*quitus*) to the board of directors of the Company (the **Board**) in relation thereto;
3. Approval of the annual accounts of the Company for the financial year started on January 1, 2012 and ended on December 31, 2012 (the **2012 Annual Accounts**);
4. Approval of the management report of the Company with respect to the 2012 Annual Accounts (the **Management Report**);
5. Approval of the audit report of the Company with respect to the 2012 Annual Accounts prepared by PricewaterhouseCoopers in its capacity as independent auditor (*réviseur d’entreprises agréé*) of the Company (the **Audit Report**);
6. Allocation of the results of the financial year ended on December 31, 2012;
7. Approval of the consolidated annual accounts of the group of companies to which the Company belongs with respect to the financial year started on January 1, 2012 and ended on December 31, 2012 (the **2012 Consolidated Annual Accounts**);
8. Approval of the management report of the Company with respect to the 2012 Consolidated Annual Accounts (the **2012 Consolidated Annual Accounts Management Report**);
9. Approval of the audit report of the Company with respect to the 2012 Annual Accounts prepared by PricewaterhouseCoopers in its capacity as independent auditor (*réviseur d’entreprises agréé*) of the Company (the **2012 Consolidated Annual Accounts Audit Report**);
10. Discharge (*quitus*) to the members of the Board for the performance of their respective mandate for, and in connection with, the financial year ended on December 31, 2012;
11. Discharge (*quitus*) to PricewaterhouseCoopers as independent auditor (*réviseur d’entreprises agréé*) of the Company for the performance of its mandate for, and in connection with, the financial year ended on December 31, 2012;
12. Designation and appointment of the independent *auditor (réviseur d'entreprises agréé*) of the Company;
13. Authorization and empowerment; and
14. Miscellaneous.

We also inform you of our intention to participate to the extraordinary general meeting (the **Extraordinary Meeting**) of the shareholders of the Company to be held immediately after the Meeting and which will take place in Luxembourg, at the same date and place, at 1:00 pm CET having the following agenda:

1. Convening notices;
2. Dissolution of the Company or continuation of the activities of the Company in accordance with article 100 of the law of August 10, 1915 on commercial companies, as amended (the **Company Law**), considering the cumulated losses suffered by the Company during the financial year ended December 31, 2012; and
3. Miscellaneous.

We further acknowledge that the present notice of participation shall be sent at the latest on the registration date set on **June 14, 2013 at 24:00** (the **Registration Date**) by mail post sent to the registered office of the Company or by e-mail to the following address aperov@ksgagro.com (from web page <http://www.ksgagro.com/en/investment/ir-contact/>).

We further confirm and certify that we are the holder of [*number in figures*] ([*number in letters*] shares in the share capital of the Company, a copy of the evidence of such ownership, i.e a copy of the certificate of shares or a copy of a certificate issued by a financial institution or a custodian dated as of the Registration Date, is attached hereto as Schedule 1

In the event we will not be present at the Meeting and/or the Extraordinary Meeting, we hereby undertake to execute the form of proxy with respect to the Meeting and the Extraordinary Meeting attached to the Convening Notice or available on the website of the Company and return it by fax or e-mail **and** courier to the attention of Audrey Jarreton (address: 37A, avenue J.F. Kennedy, L-1855 Luxembourg; fax: +352 26 26 79 89; e-mail: ajarreton@ober.lu) **by June 27, 2013 11:00 a.m. CET at the latest**.

Made in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2013

[For and on behalf of] [*Name of shareholder*]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[*Name of shareholder*]

**SCHEDULE 1**

**EVIDENCE OF OWNERSHIP**