**NOTICE OF PARTICIPATION**

**TO BE SENT PRIOR TO NOVEMBER 14, 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 extraordinary general meeting of the shareholders of the Company (the **Meeting**)

Reference is made to the convening notice dated October 30, 2013 and published in the Luxembourg legal Gazette *The Memorial*,a Luxembourg official newspaper and on the website of the Company on October 31, 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 **December 2nd, 2013** at **11:00 a.m.** **CET**, with the following agenda:

1. Convening notices;
2. Decision to remove BDO Audit as independent auditor (*réviseur d’entreprises agréé*) of the Company effective as of the date of the Meeting;
3. Designation and appointment of the 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 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;
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.

We further acknowledge that the present notice of participation shall be sent at the latest on the registration date set on **November 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: 6, rue Jean Monnet, L-2180 Luxembourg; fax: +352 26 43 28 67; e-mail: AJarreton@beerens-avocats.lu) **by November 29, 2013 11:00 a.m. CET at the latest**.

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

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

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[*Name of shareholder*]

**SCHEDULE 1**

**EVIDENCE OF OWNERSHIP**