**NOTICE OF PARTICIPATION**

**TO BE SENT PRIOR TO JUNE 16, 2014**

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

With a copy to:

24, rue Astrid

L-1143 Luxembourg

(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 May 27, 2014 and published in the Luxembourg legal Gazette *The Memorial*,a Luxembourg official newspaper and on the website of the Company on May 30, 2014 (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 extraordinary general meeting of the shareholders of the Company which will be held at **35/37, avenue de la Liberté, L-1931 Luxembourg (Beerens & Avocats)** on **June 30, 2014 at 11:00 a.m. CET**, with 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 (*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;
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.

We further acknowledge that the present notice of participation shall be sent at the latest on the registration date set on **June 16, 2014 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 [msv@ksgagro.com](file:///C:\Users\bbeerens\AppData\Local\Microsoft\Windows\Temporary%20Internet%20Files\Content.Outlook\C9HG5MP4\%5bemail%5d@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: 35/37, avenue de la Liberté, L-1931 Luxembourg (Beerens & Avocats); fax: +352 26 43 28 67; e-mail: AJarreton@beerens-avocats.lu) **by June 27, 2014 11:00 a.m. CET at the latest**.

Made in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2014

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

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

[*Name of shareholder*]

**SCHEDULE 1**

**EVIDENCE OF OWNERSHIP**