**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 in Luxembourg on June 30, 2014 at 11:00 a.m.

The Meeting shall have 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.

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 May 27, 2014, on the Tageblatt on May 30, 2014 and on the website of the Company on May 30, 2014.

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

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1. RESOLUTION to grant 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.

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1. RESOLUTION to acknowledge, approve and to the extent necessary ratify the appointment of Mr. Andrii Mudriievskyi as new class A director of the Company effective as of May 23, 2014.

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1. RESOLUTION to acknowledge, approve and to the extent necessary ratify the appointments of Mr. Xavier Soulard and Mr. Eric Tazzieri as new class B directors of the Company effective as of May 26, 2014.

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1. RESOLUTION that the above newly appointed directors of the Company shall be appointed for a period of six years.

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1. RESOLUTION to acknowledge, approve and to the extent necessary ratify 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.

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1. RESOLUTION to authorize and empower any director of the Company, any lawyer of Beerens & Avocats S.à r.l. and/or any employee of TMF Luxembourg S.A., individually, acting in the name and on behalf of the Company, to perform all acts so as to carry into effect the purposes and intent of the above resolutions and to execute, deliver and perform under any documents, instruments, deeds, agreements, notices (including convening notices), acknowledgments, statements, certificates or powers of attorney, or any other documents as may be necessary or useful in connection with the above resolutions and in particular, to proceed with the registration of the above resignations, appointments and the transfer of the registered office of the Company with the RCS and with any publication in the *Mémorial C, Recueil Sociétés et Associations*.

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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: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_