

Annual general meeting and Extraordinary general meeting of the shareholders of KSG Agro S.A.

The Board of Directors of KSG Agro S.A. (the "Company") is pleased to convene you to the annual general meeting (the Meeting) of the shareholders of the Company which will be held at the registered office of the Company at 24, rue Astrid, L-1143 Luxembourg, Grand Duchy of Luxembourg on December 29, at 4:00 p.m. CET, with the following agenda:

- a. Convening notices;
- b. Decision to hold the Meeting on December 29, 2014 at 4:00 pm rather than on June 30, 2014 at 11:00 am as provided for in article 15 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;
- c. Acknowledgement and acceptance of the resignation of (i) Mr. Jacob Mudde and (ii) Mrs. Gwenaëlle Bernadette Andrée Dominique Cousin, as members of the audit committee of the Company, effective as of the May 23, 2014;
- d. Appointment of (i) Xavier Soulard (Director B) and Eric Tazzieri (Director B) as members of the audit committee of the Company;
- e. Discharge (*quitus*) to the above removed member of the audit committee for the performance of their duties from the date of their respective appointment until the date of their resignation;
- f. Approval of the audited consolidated annual accounts of the Company for the annual financial year having started on January 1, 2013 and ended on December 31, 2013 (the **2013 Consolidated Annual Accounts**);
- g. Approval of the management report of the Directors of the Company with respect to the 2013 Consolidated Annual Accounts (the **Consolidated Management Report**);
- h. Approval of a responsibility statement of the Directors of the Company with respect to the 2013 Consolidated Annual Accounts (the **Responsibility Report**);
- i. Approval of the annual accounts of the Company for the annual financial year having started on January 1, 2013 and ended on December 31, 2013 (the **2013 Annual Accounts**);
- j. Approval of the management report of the Company with respect to the 2013 Annual Accounts (the **Management Report**);
- k. Allocation of the results of the financial year ended on December 31, 2013;

l. 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, 2013;

m. Discharge (*quitus*) to Baker Tilly Luxembourg Audit S.à.r.l. 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, 2013;

n. Appoint of Grant Thornton Lux Audit S.A. as independent auditor (*réviseur d'entreprises agréé*) of the Company in connection with the financial year ended on December 31, 2014.

o. Authorisation and empowerment; and

p. Miscellaneous.

The above Meeting will be immediately followed by an extraordinary general meeting (the Extraordinary Meeting) of the shareholders of the Company which will take place in Luxembourg, at the same date and place, at 5:00 p.m CET having the following agenda:

a. Convening notices;

b. Dissolution of the Company or continuation if the activities of the Company in accordance with article 100 of the law of August 10, 1915 on commercial companies, as amended, considering the cumulated losses suffered by the Company during the financial year ended December 31, 2013; and

c. Miscellaneous.

The shareholders are hereby informed that unless otherwise provided by law or by the articles of association of the Company, resolutions of the Meeting are passed at the majority of more than one-half (1/2) of all voting rights present or represented.

The dissolution of the Company shall be decided at the occasion of the Extraordinary Meeting if at least one fourth (1/4) of all voting rights present or represented with a quorum of at least one half (1/2) of the share capital represented votes in its favor.

In accordance with 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 (the Law), the shareholders who intend to participate to the Meeting and/or the Extraordinary Meeting shall notify the Company in writing at the latest on the registration date set on November 24, 2014 at 24:00 (the Registration Date) their intention to participate to the Meeting and/or the Extraordinary Meeting by mail post sent to the registered office of the Company or by e-mail to the following address msv@ksgagro.com (from web page <http://www.ksgagro.com/en/investment/ir-contact/>) (the Notice), with such Notice including the name or company name, address or registered office, the number of shares held by the participating shareholder of the Company as of the Registration Date and a certificate issued by a financial institution or a custodian of the European Economic Area certifying the ownership of his/her/its shares as of the Registration Date and, indicating the name, address and with respect to companies, the number and name of the companies register where they are registered, together with the number and the class of the shares they hold.

Only the persons who are shareholders of the Company as of the Registration Date will be entitled to participate to and vote at the Meeting and the Extraordinary Meeting.

You will find enclosed a power of attorney for your representation at the Meeting and the Extraordinary Meeting. Such proxy, as well as the samples/drafts of the other documents related to the Meeting and Extraordinary Meeting, is also available on the website of the Company: <http://www.ksgagro.com/investment/general-information/general-meetings/>

Should you wish to be represented at the Meeting and the Extraordinary Meeting, please fill-in, date and sign the proxy and return it by fax or e-mail and courier to the attention of Xavier Soulard (24, rue Astrid, L-1143 Luxembourg, Tel : +352 28 37 22 206, e-mail xavier.soulard@wconseil.lu) by December 26, 2014 4:00 p.m. CET at the latest.

Legal grounds: Article 56.1 of Polish Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, and Article 3(4) of the Luxembourg law of 11 January 2008 relating to the transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market.



Andrii Mudrievskiy



Xavier Soulard