

KSG Agro S.A.
Societe anonyme
24, rue Astrid,
L-1143 Luxembourg
R.C.S. Luxembourg B 156.864
(the “**Company**”)

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF KSG
AGRO S.A. HELD AT THE COMPANY’S REGISTERED OFFICE ON NOVEMBER 21st, 2022**

In the year two thousand twenty-two, on the 21st of November at 10 a.m. was held the annual general meeting (**the Meeting**) of the shareholders of the KSG Agro S.A., a public limited liability company (*societe anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 24, rue Astrid L-1143 Luxembourg, and registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) (**RCS**) under number B 156.864.

Appearing parties:

- [], residing at [private or professional address], in his capacity as the Company’s holder of [] ([]) shares with a nominal value of EUR [] ([] euros) each; and
- [Company name], a [] incorporated and existing under Luxembourg law, having its registered office at [], registered with the Luxembourg Register of Commerce and Companies (R.C.S Luxembourg) under number B [], acting in its capacity as the Company’s holder of [] ([]) shares with a nominal value of EUR [] ([] euros) each, herein represented by [], residing at [] by virtue of a power of attorney given under private seal at [place] on [date] which will remain attached to these minutes; and

[], [] and [] are collectively referred to as the “Shareholders”.

The Meeting is chaired by Xavier Soulard, residing professionally in Luxembourg (**the Chairman**), who appoints Karine Ansmant, residing professionally in Luxembourg as Secretary (**the Secretary**).

The Meeting appoints Stefania Moldovan, residing professionally in Luxembourg, as scrutineer (**the Scrutineer**), the Chairman, the Secretary and Scrutineer constituting **the Bureau** of the Meeting.

The Shareholder represented at the Meeting and the number of shares it hold is indicated on an attendance list which, will remain attached to the present minutes after having been signed by the Shareholder represented at the Meeting and the members of the Bureau.

The proxy from the Shareholder represented at the Meeting will also remain attached to the present minutes and signed by all the parties.

The Bureau having thus been constituted, the Chairman declares that:

I. It appears from an attendance list established and certified by the members of the Bureau that (.....) shares having a par value of one United States Dollar cent (USD 0.01) each, representing% (.....percent) of the share capital of the Company, are duly represented at this Meeting which is consequently regularly constituted and may deliberate upon the items of the agenda, hereinafter reproduced.

II. The agenda of the Meeting is worded as follows:

AGENDA

- a. *Convening notices;*
- b. *Decision to hold the Annual General Meeting on November 21st 2022 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. *Reading and approval of the management report (the “Management Report”), drawn up by the Board of Directors of the Company for the financial year ended on December 31st, 2021 (the “Board of Directors”), to and by the Shareholders;*
- d. *Reading and approval of the independent auditor’s report (rapport du réviseur d’entreprises agréé) on the financial year ended on December 31st, 2021 (the “Independent Auditor’s Report”) and approval of the Company’s balance sheet, profit and loss statement and its annexes for the financial year ended on December 31st, 2021 (the “Annual Accounts”);*
- e. *Decision on the allocation of the result for the financial year ended on December 31st, 2021;*
- f. *Reading and approval of the independent auditor’s report (rapport du réviseur d’entreprises agréé) on the consolidated financial statements with respect to the year of 2021, started on January 1st, 2021 and ended on December 31st, 2021 (the “Consolidated Annual Accounts”) and approval of the Consolidated Financial Statements and of its appendix (including the management report);*
- g. *Discharge of the members of the Company’s Board of Directors and its Independent Auditor (réviseur d’entreprises agréé) of the Company for the execution of their respective mandates and;*
- h. *Miscellaneous.*

DOCUMENTS REVIEWED

The Meeting has reviewed the following documents (the “Documents”):

- the Management Report;
- the Independent Auditor’s report;
- the Annual Accounts;
- the audited Consolidated Annual Accounts
- Minutes of the Board of Directors’ meeting held on October 13th, 2022 (hereinafter the “Minutes of the Board of Director’s Meeting”).

After having carefully reviewed the attached Documents and following deliberation, the Meeting unanimously decided to adopt the following resolutions:

First Resolution

The Meeting acknowledges that any Shareholder who is not present or represented at the Meeting has been duly convened to the Meeting by way of a convening notice published in the Memorial, on the Tageblatt on ..., 2022 and on the website of the Company on ... 2022.

This resolution is adopted by ... % of the share capital of the Company.

Second Resolution (if needed)

The Meeting resolves to hold the present Meeting on November 21st, 2022 at 10:00 a.m rather than on June 30th, 2022 at 11:00 am as provided for in article 15 of the articles of association of the Company and discharge (*quitus*) to the board of directors of the Company in relation thereto.

This resolution is adopted by ...% of the share capital of the Company.

Third Resolution

As stated in the Minutes of the Board of Director's Meeting, the Meeting notes that, pursuant to Article 68 of the Law of 19 December 2002 on the Commerce and Companies Register and on the accounting records and annual accounts of undertakings, as amended (the "**Accounting Law**") and in reference to Article 35, as amended, of the Accounting Law, the Company is obliged to prepare a management report.

The Meeting notes that the Company's Board of Directors resolved to establish such a report, which describes the important events that have occurred during the financial year started on January 1st 2021 and ended on December 31st 2021. Pursuant to Article 68 of the Accounting Law, the Shareholder has no particular comment on said report for the financial year ending December 31st 2021 and after reading such report, the Meeting approves the Management Report.

This resolution is adopted by ... % of the share capital of the Company.

Fourth Resolution

The Meeting, having heard the reading of the independent auditor's report (rapport du réviseur d'entreprises agréé) for the financial year started on January 1st 2021 and ended on December 31st 2021, resolves to approve the Annual Accounts as prepared by the Company's Board of Directors and presented to this Meeting with a balance sheet total of USD 22.420.514,23 (twenty-two million four hundred twenty thousand five hundred fourteen United States Dollars and twenty-three cents), showing a profit of USD 22.270.047,73 (twenty-two million two hundred seventy thousand forty-seven United States Dollars and seventy-three cents) and losses brought forward of USD 41.429.661,65 (forty-one million four hundred twenty-nine thousand six hundred sixty-one United States Dollars and sixty-five cents).

This resolution is adopted by ... % of the share capital of the Company.

Fifth Resolution

In accordance with the fourth resolution herein, the Meeting resolves to carry forward the profit realized for the financial year ended December 31st 2021 to the next financial year after allocation of an amount of USD 810,- to the legal reserve according to the articles 18.2 of the Company's articles of association.

This resolution is adopted by ... % of the share capital of the Company.

Sixth Resolution

The Meeting, having heard the reading of the independent auditor's report (rapport du réviseur d'entreprises agréé) for the financial year started on January 1st, 2021 and ended on December

31st, 2021, resolves to approve the Consolidated Financial statements and its appendix (including the management report).

This resolution is adopted by ... % of the share capital of the Company.

Seventh Resolution

By special vote, the Meeting decides to grant full and complete discharge to the members of the Company's Board of Directors and the Independent Auditor (réviseur d'entreprises agréé) for the execution of their mandate for the financial year ended on December 31st 2021.

This resolution is adopted by ... % of the share capital of the Company.

There being nothing else on the agenda, the Meeting was closed at a.m. Luxembourg time.

ON THE BASIS OF THE ABOVE, these minutes were drawn up, read and signed by the members of the bureau.

Xavier SOULARD
Chairman

Karine ANSMANT
Secretary

Stefania MOLDOVAN
Scrutineer

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ATTENDANCE LIST

Of the annual general meeting of the shareholders of KSG Agro S.A. held on November 21st 2022 at 24, rue Astrid, L-1143 Luxembourg.

The Company has issued 15,020,000 (fifteen million and twenty thousand) shares each having a voting right.

Name of the Shareholder	Number of shares held	Number of shares presented at the meeting	Represented by	Signature

Luxembourg, November 21st 2022

Xavier SOULARD
Chairman

Karine ANSMANT
Secretary

Stefania MOLDOVAN
Scrutineer