

## PROXY

The undersigned [*name of shareholder*], [*profession*], [*address*] (the **Undersigned**),

hereby gives a special proxy to any lawyer of Ober & Beerens, acting under his/her sole signature (the **Attorney**),

in order to represent the Undersigned 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, registered with the Luxembourg Register of Commerce and Companies under number B 156.864 (the **Company**), which will be held on January 27, 2012, or any subsequent date within three (3) months following the issuance of this proxy. The Meeting shall have the following agenda:

1. Convening notices.
2. Amendment of article 4.1 of the articles of association of the Company (the **Articles**), which shall read as follows:

“The purpose of the Company shall be the acquisition of ownership interests, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever, the management of such ownerships as well as any management services. The Company may in particular acquire by way of subscription, purchase and exchange or in any other manner any stock, shares and securities of whatever nature, including bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of patents and other intellectual property rights.”

3. Transfer of the registered office of the Company.
4. Acknowledgement of the resignations of Mr. Oleksandr Shakhmatov as class A Director of the Company and of Mr. Jacob Mudde and Mrs. Gwenaëlle Cousin as class B Directors of the Company and the resignations of Mr. Oleksandr Shakhmatov, Mr. Jacob Mudde and Mrs. Gwenaëlle Cousin as audit committee members of the Company.

5. Discharge of Mr. Robert van 't Hoeft as Director of the Company, Mr. Oleksandr Shakhmatov as class A Director of the Company and Mr. Jacob Mudde and Mrs. Gwenaëlle Cousin as class B Directors of the Company and of Mr. Oleksandr Shakhmatov, Mr. Jacob Mudde and Mrs. Gwenaëlle Cousin as audit committee members of the Company, for the performance of their respective director's and audit committee member's duties from the date of their respective appointments until the date of their resignations.

6. Acknowledgement of the resignation of BDO Audit as statutory auditor

of the Company.

7. Discharge of BDO Audit as statutory auditor of the Company for the performance of its duties from the date of its appointment until the date of its resignation.

8. Appointments of Mr. Waldemar Cezary Wasiluk as new class A Director of the Company and of Mrs. Constance Collette and Mr. Christophe Gaul as new class B Directors of the Company.

9. Appointments of Mr. Waldemar Cezary Wasiluk, Mrs. Constance Collette and Mr. Christophe Gaul as new audit committee members of the Company.

10. Appointment of an independent auditor of the Company.

11. Miscellaneous.

The Undersigned authorises the Attorney to approve, reject or modify any item on the agenda and, with the express approval of the Undersigned, add any item to the agenda, in his name and, in addition, gives full power to the Attorney to sign all documents and do all acts necessary or useful in connection with or in respect of the performance of this proxy even though not specifically indicated, undertaking to ratify and confirm such acts and signatures if the need should arise.

The Undersigned undertakes to fully indemnify the Attorney against all claims, losses, costs, expenses, damages or liability which the Attorney 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 \_\_\_\_\_.

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***[name of shareholder]***