

KSG Agro S.A.

Société anonyme

Registered office : 46A, avenue J.F. Kennedy, L-1855 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 156.864

(the Company)

To the shareholders of the Company

By way of publication

December 27, 2011

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

Dear Sir,

We are pleased to convene you to the extraordinary general meeting of the shareholders of the Company (the **Meeting**) which will be held at **37A, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg** on **January 27, 2012 at 11.00 a.m. CET**, with 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 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 shareholders are hereby informed that unless otherwise provided by law or by the articles of association of the Company, resolutions are passed at the majority of more than one-half of all voting rights present or represented. No business shall be transacted at any general meeting unless a quorum of shareholders is present at the time when the meeting proceeds to business; save as otherwise provided in the articles of association of the Company, shareholders holding 40% of the total votes of shares issued as of the date of the Meeting, present in person or by proxy, shall form the quorum.

You will find enclosed a proxy for your representation at the Meeting. If in agreement, please fill-in, date and sign the proxy and return it by fax or e-mail **and** courier to the attention of Bernard Beerens (address: 37A, avenue J.F. Kennedy, L-1855 Luxembourg; fax: +352 26 26 79 89; e-mail: bbeerens@ober.lu) **prior to January 26, 2012.**

Yours faithfully,

For and on behalf of **KSG Agro S.A.**

By: Sergiy Kasianov
Title: class A Director

By:
Title: class B Director