AGROTON PUBLIC LIMITED (the"Company")

Notice of Annual General Meeting of the Company

Notice is hereby given that the Annual General Meeting of the Company will be held at 9, 50 Let Oborony Luhanska, Luhansk 91045, Ukraine at 10:00am (EEST), August 7, 2012.

The agenda for the Annual General Meeting, containing proposals made by the board of directors of the Company is as follows:

1. Opening of the General Meeting.

2. To receive and consider the Directors' report and the consolidated financial statements of the Company for the period from 21 September 2009 to 31 December 2009, the year ended 31 December 2010 and the year ended 31 December 2011.

3. To re-elect the following members of the Board of Directors:

(i) Ms. LARYSA ORLOVA;
(ii) Mr. VOLODYMYR KUDRYAVTSEV;
(iii) Mr. BORYS SUPIKHANOV
(iv) Mr. IURII ZHURAVLOV; and
(v) Ms. TAMARA LAPTA;

The re-election of the members of the Board of Directors will be proposed as a special resolution

4. To receive and consider the Board of Directors' Remuneration Report and fix the remuneration of the members of the Board of Directors. The Remuneration Report is an attachment to this notice.

5. To consider and approve the removal of Messrs BAKER TILLY KLITOU & PARTNERS from the position of the auditors of the Company in Cyprus.

6. To consider and approve the appointment of KPMG Limited as the auditors of the Company in Cyprus and authorise the Board of Directors to fix their remuneration.

7. To consider and ratify the recommendation of the Board of Directors that dividends for the year(s) 2010 and 2011 will not be paid and that the profit(s) for the respective year(s) is/(are) retained.

8. Any other business (for discussion).

9. Closing of the General Meeting.

Nicosia, July 17, 2012.

By order of the Board
INTER JURA CY (SERVICES) LIMITED
Secretary of the Company

NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING:

ENTITLEMENT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

(1) Any person who is a shareholder of the Company on the Record Date (as defined below) is entitled to participate in the Annual General Meeting. Each ordinary share is entitled to one vote.

(2) The Record Date for determining the right to vote at the Annual General Meeting has been fixed as the close of business on 2 August 2012. Transactions which will be settled after the Record Date will not be considered in determining the right to vote at the Annual General Meeting.

(3) Any shareholder wishing to participate in the Annual General Meeting should deliver to the Company a depositary certificate or a scan of the depositary certificate issued by a custodian bank or investment firm who maintains the securities account for such shareholder and on which the Company's shares held by such shareholder are registered. The depositary certificate should confirm the number of Company's shares held by the shareholder as the close of business on the Record Date. The depositary certificate or scan of the depositary certificate should be delivered to the Company not later than 12 am (EEST) 6th August 2012. In practice it means that shareholders of the Company have time starting from 3ed August 2012 till 12 am (EEST) 6th August 2012 to ask for depositary certificates and send the scans to the Company and the only feasible way to do it is via email. Such restrictive time frames are imposed by the Cyprus law. The depositary certificate or scan of the depositary certificate delivered to the Company as provided in this point is the sole and conclusive evidence of the right to participate in the Annual General Meeting. Depositary certificates or scans of the depositary certificates delivered after the deadline indicated above will not entitle the shareholder to participate in the Annual General Meeting. The shareholders are advised to contact their investment firm or custodian bank to receive information on formal requirements of, and documents to be submitted to, such investment firm or the custodian bank for the purpose of issuing the depositary certificate.

(4) Shareholders and/or their proxies who will attend the Annual General Meeting are requested to carry with them their identity card or other proof of identification and the depositary certificate if they only send to the Company the scan of the depositary certificate in order to register on the Annual General Meeting. Shareholders who are corporations are requested to carry a copy of a document confirming authorization of individuals acting on behalf of the corporation.

ATTENDING THE ANNUAL GENERAL MEETING THROUGH PROXIES

(5) A shareholder is entitled to appoint a proxy to attend and vote on his behalf. Shareholder may appoint any person as their proxy. Such proxy need not be a shareholder of the Company. A shareholder who on the Record Date owned shares in the Company that are registered in more than one securities account may, in respect of the Annual General Meeting, appoint separate proxy holders to exercise its rights under the shares registered in each of the accounts. A proxy holder holding proxies from several shareholders may cast votes differently for each shareholder. Shareholders who appoint a person as a proxy to vote on

their behalf, but wish to specify how their votes be cast, should tick the relevant boxes on the Form of Proxy.

(6) Any company which is a shareholder of the Company on the Record Date may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Annual General Meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the company which he represents as that company could exercise if it were an individual shareholder of the Company.

(7) The instrument appointing a proxy, which is enclosed and has been posted on the Company's website www.agroton.com.ua, must be delivered to the Company not later than 12 am (EEST) 6th August 2012. In addition, the proxy should present the instrument appoint a proxy in original at the Annual General Meeting.

(8) If such appointer is a company, the instrument appointing a proxy must bear the name of the company, and be signed by its duly authorised officer/s.

(9) Each shareholder may cancel a proxy by delivering to the Company a document expressly cancelling the proxy. Such cancellation will be effective if the document is delivered to the Company not later than 6 hours before the time of the Annual General Meeting. The document cancelling the proxy must comply with formalities required of the instrument appointing the proxy. In addition, each shareholder may cancel the proxy in person at the Annual General Meeting.

(10) The Articles of the Company do not provide for participation in the General Meeting by electronic means without the Shareholder attending the Meeting in person at the place where the Meeting is held. Similarly, the Articles do not provide for participation in voting by distance voting.

VOTING PROCEDURES AT THE ANNUAL GENERAL MEETING

(11) A resolution put to the vote of the Annual General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman, or
- (b) by at least ten shareholders present in person or by proxy, or
- (c) by any shareholder or shareholders present in person or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting, or
- (d) by a shareholder or shareholders holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

(12) If a poll is duly demanded, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

(13) An ordinary resolution is a resolution passed at a general meeting by a simple majority of members of the Company entitled to vote at the meeting who are present in person or by proxy.

(14) A resolution by a Company shall be a special resolution passed at a general meeting by majority of not less than three-fourths of the number of members of the Company entitled to vote at the meeting who are present in person or by proxy, for which relevant notice has been given pursuant to Article 135 of the Companies Law, Cap 113 specifying the intention to propose the resolution as a special resolution.

MINORITY RIGHTS AT THE ANNUAL GENERAL MEETING

(15) Pursuant to article 127B of Companies Law Cap 113, shareholders of the Company have the right (i) to put an item on the agenda of the Annual General Meeting, provided that the item is accompanied by a written explanation justifying the inclusion of the item or a proposed resolution for approval at the general meeting, and (ii) to table a draft resolution for inclusion in the agenda of a general meeting provided that:

(a) the shareholder or group of shareholders hold at least 5% of the issued share capital of the Company, representing at least 5% of the voting rights of shareholders entitled to vote at the meeting for which an item has been added on the agenda, and

(b) the shareholders' request to put an item on the agenda or resolution (as described above) is received by the Company's at least 42 days prior to the meeting. Due to the fact that this term already lapsed and that Company is listed on the Warsaw Stock Exchange, by way of exception from this regulation, the Company will accept shareholders' request to put an item on the agenda or resolution if the Company receive such request no later than 24 July 2012 17:00 Ukraine time.

(16) Pursuant to section 128C of the Companies Law Cap. 113, shareholders have a right to ask questions related to items on the agenda and to have such questions answered by the Board of Directors of the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if (a) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company or (b) an answer has already been given on the Company's website in the form of a "Q&A" or (c) the Chairman deems that it is undesirable in the interests of good order of the meeting that the question be answered.

Before the Annual General Meeting, shareholders may submit questions to the Company in writing, together with evidence of their shareholding, at least four business days before the meeting (i.e. by 1st August 2012).

LANGUAGES

(17) The Annual General Meeting will be conducted in English and the resolutions will be adopted in English.

(18) Any documents delivered or presented to the Company in connection with or at the Annual General Meeting (including the depository certificates) should be in English or should be accompanied by a certified translation into English.

SHARE CAPITAL AND VOTING RIGHTS

(19) As at 17 July 2012, the outstanding issued share capital of the Company is € 455.070 divided into 21.670.000 ordinary shares of nominal value €0,021 each. The total number of voting rights in the Company is 21.670.000

AVAILABLE DOCUMENTS

(20) The notice to the Annual General Meeting with the Remuneration Report and the Form of Proxy shall be made available in electronic form on the website of the Company www.agroton.com.ua and in hard copy at the Company's registered office.

(21) The Company's Financial Statements, Directors' Report and Independent Auditor's Report for period for the period from 21 September 2009 to 31 December 2009, the year ended 31 December 2010 and the year ended 31 December 2011 are available on the website of the Company at www.agroton.com.ua (Investor Relations – Key Financial Data).

CONTACT DETAILS

(22) Any documents to be delivered by the Shareholders to the Company in connection with the Annual General Meeting, and in particular:

- depositary certificates;
- scans of the depository certificates;
- instruments appointing proxies;
- requests to put an item on the agenda of the Annual General Meeting;
- draft resolutions for inclusion in the agenda of the Annual General Meeting;
- questions;

should be delivered:

(a) in hard copy by mail, courier or in person to the Company at 9, 50 Let Oborony Luhanska, Luhansk 91045, Ukraine, Attention Mr Oleg Platonov; or

(b) by fax to +38 (0642) 34 71 05, Attention Mr Oleg Platonov; or

(c) electronically by an e-mail message with the document attached in PDF format to **both of the following email addresses** .

Email: orlova@agroton.lg.ua

Email: Platonov.oleg@agroton.lg.ua

INQUIRIES

(23) Any questions or inquiries regarding the procedure to participate in the Annual General Meeting should be addressed to Mr Oleg Platonov at Platonov.oleg@agroton.lg.ua. The Company will strive to respond to all questions and inquiries as soon as practicable.

Legal grounds: art. 56 Section 1 and 6 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005 (Dz.U. of 2005, No 184, item 1539) in conjunction with Cyprus Companies Law Cap.113 (as amended).

AGROTON PUBLIC LIMITED (the “Company”)

REPORT OF THE REMUNIRATION COMMITTEE OF THE COMPANY DATED 17/07/2012, PASSED IN ACCORDANCE WITH THE COMPANY’S ARTICLES OF ASSOCIATION

REMUNIRATION COMMITTEE: **Volodymyr Kudryavtsev**

Borys Supikhanov (Head of the Committee)

The Remuneration Committee presents its report of Agroton Public Limited (the “Company”) and its subsidiaries (the Group”) for the year ended 31 December 2009, the year ended 31 December 2010 and the year ended 31 December 2011.

Principal activities

The principal activities of the Company are grain and oil crops growing, agricultural products storage and sale, cattle breeding (milk cattle-breeding, pig-breeding, poultry farming), and milk processing.

Review of remuneration of the key management personnel

As at 31 December 2011 and the date of signing this remuneration report, the Company is controlled by Mr. Iurii Zhuravlov, who holds 51.04% of the Company's share capital. During the year Mr. Iurii Zhuravlov has transferred 940,000 of his owned shares to Group employees as part of an incentive scheme. As a result, his ownership was reduced by 4.36%, from 55.7% to 51.4%.

For the years ended 31 December 2011, 31 December 2010 and 31 December 2009 compensations for key management personnel and related expenses were presented as follows:

	For the year ended 31 December,		
	2011	**2010**	**2009**
	(in USD thousand)		
Payroll	215	150	90
Vacation allowance and other expenses	31	16	10
Contributions to social funds	89	48	21
Total	**335**	**214**	**121**

The number of key management personnel for the years ended 31 December 2011, 31 December 2010 and 31 December 2009 was 11, 9 and 9 employees, respectively.

Key management includes Directors (Executive and Non-Executive), the Chief Financial Officer, Chief Agronomist, the Head of the Food Production Division and the Head of the Livestock Division.

The structure of expenses for key management personnel compensation for the year ended 31 December 2011, 31 December 2010 and 31 December 2009 was as follows:

	For the year ended 31 December,		
	2011	**2010**	**2009**
	(in USD thousand)		
Expenses for remuneration to key management personnel			
responsible for operating activity	259	169	76
responsible for financing activity	76	45	37
responsible for investment activity	-	-	8
Total	**335**	**214**	**121**

The Non-executive Directors did not receive any remuneration during 2011, 2010 and 2009.

Recommendation of remuneration of the key management personnel

Having considered the results of the Group for the year ended 31 December 2011, 31 December 2010 and 31 December 2009, the Remuneration Committee hereby recommends to fix the remuneration of the members of the Board of Directors as follows:

Iurii Zhuravlov - $10,000 per month
Larisa Orlova - $7,000 per month
Tamara Lapta - $7,000 per month
Volodymyr Kudryavtsev - $1,000 per month
Borys Supikhanov - $1,000 per month

Remuneration Committee:

Volodymyr Kudryavtsev

Borys Supikhanov