

KSG Agro S.A.
Société anonyme
46A, avenue J.F. Kennedy, L-1855 Luxembourg
Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 156.864

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF KSG AGRO S.A. HELD IN
LUXEMBOURG ON JUNE 28, 2013

In the year two thousand thirteen, on the twenty-eighth day of June at 11:00 am,

was held the annual general meeting (the **Meeting**) of the shareholders (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 and registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) (**RCS**) under number B 156.864 (the **Company**).

The Meeting is chaired by Gwenaëlle B.A.D. Cousin, residing professionally in Luxembourg (the **Chairman**), who appoints Anna Kalajeva, residing professionally in Luxembourg as secretary (the **Secretary**).

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

The Shareholders present and/or represented at the Meeting and the number of shares they hold are indicated on an attendance list which will remain attached to the present minutes after having been signed by the Shareholders present, the proxy holder(s) of the Shareholders represented at the Meeting and the members of the Bureau.

The proxies from the Shareholders represented at the present 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 9,705,500 (nine million seven hundred and five thousand five hundred) shares having a par value of one United States Dollar cent (USD 0.01) each, representing 65,03 % (sixty five comma three 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 on the agenda, hereinafter reproduced.

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

1. Convening notices;
2. Decision to hold the Meeting on June 28, 2013 at 11:00 a.m. rather than on June 30, 2013 at 11:00 a.m. as provided for in article 15.4 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;
3. Approval of the annual accounts of the Company for the financial year started on January 1, 2012 and ended on December 31, 2012 (the **2012 Annual Accounts**);
4. Approval of the management report of the Company with respect to the 2012 Annual Accounts (the **Management Report**);
5. Approval of the audit report of the Company with respect to the 2012 Annual Accounts prepared by PricewaterhouseCoopers in its capacity as independent auditor (*réviseur d'entreprises agréé*) of the Company (the **Audit Report**);
6. Allocation of the results of the financial year ended on December 31, 2012;
7. Approval of the consolidated annual accounts of the group of companies to which the Company belongs with respect to the financial year started on January 1, 2012 and ended on December 31, 2012 (the **2012 Consolidated Annual Accounts**);
8. Approval of the management report of the Company with respect to the 2012 Consolidated Annual Accounts (the **2012 Consolidated Annual Accounts Management Report**);
9. Approval of the audit report of the Company with respect to the 2012 Annual Accounts prepared by PricewaterhouseCoopers in its capacity as independent auditor (*réviseur d'entreprises agréé*) of the Company (the **2012 Consolidated Annual Accounts Audit Report**);
10. 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, 2012;
11. Discharge (*quitus*) to PricewaterhouseCoopers 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, 2012;
12. Designation and appointment of the independent auditor (*réviseur d'entreprises agréé*) of the Company;
13. Authorization and empowerment; and
14. Miscellaneous.

III. The Meeting has taken 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 *Mémorial C, Recueil des Sociétés et Associations*, on the Tageblatt on May 28, 2013 and on the website of the Company on May 28, 2013, containing *inter alia* the 2012 Annual Accounts, the Management Report, the Audit Report, 2012 Consolidated Annual Accounts, 2012 Consolidated Annual Accounts Management Report and 2012 Consolidated Annual Accounts Audit Report.

This resolution is adopted by 65,03 % of the share capital of the Company.

Second Resolution:

The Meeting resolves to hold the present Meeting on June 28, 2013 at 11:00 a.m. rather than on June 30, 2013 at 11:00 a.m. as provided for in article 15.4 of the Articles and to grant discharge (*quitus*) to the Board in relation thereto.

This resolution is adopted by 65,03 % of the share capital of the Company.

Third Resolution:

The Meeting acknowledges and approves the 2012 Annual Accounts.

This resolution is adopted by 65,03 % of the share capital of the Company.

Fourth Resolution

The Meeting acknowledges and approves the Management Report.

This resolution is adopted by 65,03 % of the share capital of the Company.

Fifth Resolution:

The Meeting acknowledges and approves the Audit Report prepared by PricewaterhouseCoopers.

This resolution is adopted by 65,03 % of the share capital of the Company.

Sixth Resolution:

The Meeting acknowledges that the profit and loss account of the Company for the financial year ended December 31, 2012 shows a loss in an amount of one million six hundred seventy-five thousand four hundred twenty-one United States Dollars and fourteen United States Dollar cents (USD 1,675,421.14) which the Meeting resolves to carry forward such loss to the next financial year.

The Meeting acknowledges that the cumulated losses suffered by the Company amount to four million four hundred nine thousand three hundred ninety-two United States Dollars and sixty-seven United States Dollar cents (USD 4,409,392.67) such losses exceeding three quarters of the share capital of the Company.

The Meeting accordingly resolves to meet in a separate meeting in accordance with article 100 of the law of August 10, 1915 on commercial companies, as amended, to be held immediately after the present Meeting, in order to resolve on the dissolution of the Company or continuation of the activities of the Company considering the cumulated losses suffered by the Company as per December 31, 2012.

This resolution is adopted by 65,03 % of the share capital of the Company.

Seventh Resolution:

The Meeting acknowledges and approves the 2012 Consolidated Annual Accounts.

The Meeting acknowledges that the consolidated profit of the financial year ended on December 31, 2012 is in the amount of eleven million six hundred sixty thousand United States Dollars (USD 11,660,000.-).

This resolution is adopted by 65,03 % of the share capital of the Company.

Eighth Resolution

The Meeting acknowledges and approves the 2012 Consolidated Annual Accounts Management Report.

This resolution is adopted by 65,03 % of the share capital of the Company.

Ninth Resolution:

The Meeting acknowledges and approves the 2012 Consolidated Annual Accounts Audit Report prepared by PricewaterhouseCoopers.

This resolution is adopted by 65,03 % of the share capital of the Company.

Tenth Resolution:

The Meeting grants 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, 2012.

This resolution is adopted by 65,03 % of the share capital of the Company.

Eleventh Resolution:

The Meeting grants discharge (*quitus*) to PricewaterhouseCoopers 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, 2012.

This resolution is adopted by 65,03 % of the share capital of the Company.

Twelfth Resolution:

The Meeting acknowledges, approves and, to the extent necessary, the designation and appointment of BDO Audit, a public limited liability company (*société anonyme*), with registered office at 2, avenue Charles de Gaulle, L-1653 Luxembourg, Grand Duchy of Luxembourg and registered with the RCS under number B 147.570 as independent auditor (*réviseur d'entreprises agréé*) of the Company for a term which will expire at the annual general meeting of the Shareholders to be held in 2014.

This resolution is adopted by 65,03% of the share capital of the Company.



Thirteenth Resolution:

The Meeting resolves to authorize and empower any director of the Company and/or any employee of TMF Luxembourg S.A., each individually and severally, to proceed in the name and on behalf of the Company and in accordance with the requirements of Luxembourg law, with the registration of the 2012 Annual Accounts and the appointment of the independent auditor (*réviseur d'entreprises agréé*) of the Company with the RCS and to publish the same in the *Mémorial C, Recueil des Sociétés et Associations*, and to carry out all acts and things so as to carry into effect

the purposes and intent of the present Meeting.

This resolution is adopted by 65,03 % of the share capital of the Company.

There being no further business on the agenda, the Chairman closes the Meeting.


Gwenaelle B.A.D. Cousin
Chairman
Anna Kalajeva
Secretary
Aukse Poehle
Scrutineer

ANNEX 1: ATTENDANCE LIST

KSG AGRO S.A.


Société anonyme

**Registered office: 46A, Avenue J.F. Kennedy, L-1855 Luxembourg,
The Grand-Duchy of Luxembourg
R.C.S. LUXEMBOURG B 156864
(the "Company")**

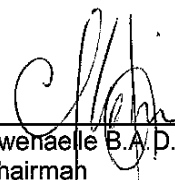
ATTENDANCE LIST

**Of the annual general meeting of the shareholders of KSG Agro S.A., held on June 28, 2013 at
46A, Avenue J.F. Kennedy, L-1855 Luxembourg.**

**The Company has issued 14,925,500 (fourteen million nine hundred twenty-five thousand five
hundred) shares each having a voting right.**

Name of the Shareholder	Number of shares held	Number of shares presented at the meeting	Represented by	Signature
ICD Investments S.A.	9,705,500	9,705,500	Mr. Jacob Mudde	

Luxembourg, June 28, 2013


Gwenaëlle B.A.D. Cousin
Chairman


Anna Kalajeva
Secretary


Aukse Poehle
Scrutineer

The Meeting is immediately followed by an extraordinary general meeting of the shareholders of the Company

**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF KSG AGRO S.A.
HELD IN LUXEMBOURG ON JUNE 28, 2013**

In the year two thousand thirteen, on the twenty-eighth day of June at 1:00 pm.,

was held the extraordinary general meeting (the **Meeting**) of the shareholders (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 and registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) (**RCS**) under number B 156.864 (the **Company**).

The Meeting is chaired by Gwenaëlle B.A.D. Cousin, residing professionally in Luxembourg (the **Chairman**), who appoints Anna Kalajeva, residing professionally in Luxembourg as secretary (the **Secretary**).

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

The Shareholders present and/or represented at the Meeting and the number of shares they hold are indicated on an attendance list which will remain attached to the present minutes after having been signed by the Shareholders present, the proxy holder(s) of the Shareholders represented at the Meeting and the members of the Bureau.

The proxies from the Shareholders represented at the present 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 9,705,500 (nine million seven hundred and five thousand five hundred) shares having a par value of one United States Dollar cent (USD 0.01) each, representing 65,03 % (sixty five comma three 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 on the agenda, hereinafter reproduced.
- II. The agenda of the Meeting is worded as follows:
 1. Convening notices;
 2. Dissolution of the Company or continuation of the activities of the Company in accordance with article 100 of the law of August 10, 1915 on commercial companies, as amended (the **Company Law**), considering the cumulated losses suffered by the Company during the financial year ended December 31, 2012; and
 3. Miscellaneous.
- III. The Meeting has taken 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 *Mémorial C, Recueil des Sociétés et Associations*, on the Tageblatt on May 28, 2013 and on the website of the Company on May 28, 2013.

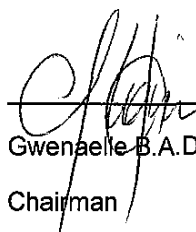
This resolution is adopted by 65,03 % of the share capital of the Company.


Second Resolution:


The Meeting acknowledges that the cumulated losses suffered by the Company as per December 31, 2012 amount to four million four hundred nine thousand three hundred ninety-two United States Dollars and sixty-seven United States Dollar cents (USD 4,409,392.67), such losses exceeding three quarters of the share capital of the Company and consequently resolves to continue the activities of the Company in accordance with article 100 of the Company Law.

This resolution is adopted by 65,03 % of the share capital of the Company.

There being no further business on the agenda, the Chairman closes the Meeting.


Gwenaelle B.A.D. Cousin
Chairman


Anna Kalajeva
Secretary


Aukse Poehle
Scrutineer

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ANNEX 1: ATTENDANCE LIST

KSG AGRO S.A.


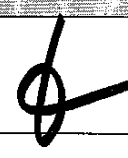
Société anonyme

**Registered office: 46A, Avenue J.F. Kennedy, L-1855 Luxembourg,
The Grand-Duchy of Luxembourg
R.C.S. LUXEMBOURG B 156864
(the "Company")**


ATTENDANCE LIST

**Of the extraordinary general meeting of the shareholders of KSG Agro S.A., held on June 28,
2013 at 46A, Avenue J.F. Kennedy, L-1855 Luxembourg.**

**The Company has issued 14,925,500 (fourteen million nine hundred twenty-five thousand five
hundred) shares each having a voting right.**

Name of the Shareholder	Number of shares held	Number of shares presented at the meeting	Represented by	Signature
ICD Investments S.A.	9,705,500	9,705,500	Mr. Jacob Mudde 	

Luxembourg, June 28, 2013


Gwenaëlle B.A.D. Cousin
Chairman


Anna Kalajeva
Secretary


Aukse Poehle
Scrutineer

PROXY

The undersigned ICD Investments S.A., with residence at Via Nassa 60, Casella postale 6275, 6901 Lugano, Switzerland (the **Undersigned**),

hereby appoints any employee of TMF Luxembourg S.A. and any lawyer of Ober & Beerens (each a **Proxyholder**), each acting individually, as its true and lawful agent and attorney-in-fact,

in order to represent the Undersigned through his/her sole signature at the annual general meeting (the **Meeting**) and the extraordinary general meeting (the **Extraordinary 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 and registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) (**RCS**) under the number B 156.864 (the **Company**), which will be held at the registered office of the Company on June 28, 2013 at 11:00 a.m. and at 1:00 p.m., respectively.

The Meeting shall have the following agenda:

1. Convening notices;
2. Decision to hold the Meeting on June 28, 2013 at 11:00 a.m. rather than on June 30, 2013 at 11:00 a.m. as provided for in article 15.4 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;
3. Approval of the annual accounts of the Company for the financial year started on January 1, 2012 and ended on December 31, 2012 (the **2012 Annual Accounts**);
4. Approval of the management report of the Company with respect to the 2012 Annual Accounts (the **Management Report**);
5. Approval of the audit report of the Company with respect to the 2012 Annual Accounts prepared by PricewaterhouseCoopers in its capacity as independent auditor (*réviseur d'entreprises agréé*) of the Company (the **Audit Report**);
6. Allocation of the results of the financial year ended on December 31, 2012;
7. Approval of the consolidated annual accounts of the group of companies to which the Company belongs with respect to the financial year started on January 1, 2012 and ended on December 31, 2012 (the **2012 Consolidated Annual Accounts**);
8. Approval of the management report of the Company with respect to the 2012 Consolidated Annual Accounts (the **2012 Consolidated Annual Accounts Management Report**);
9. Approval of the audit report of the Company with respect to the 2012 Annual Accounts prepared by PricewaterhouseCoopers in its capacity as independent auditor (*réviseur d'entreprises agréé*) of the Company (the **2012 Consolidated Annual Accounts Audit Report**);
10. 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, 2012;
11. Discharge (*quitus*) to PricewaterhouseCoopers 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, 2012;
12. Designation and appointment of the independent auditor (*réviseur d'entreprises agréé*) of the Company;

13. Authorization and empowerment; and
14. Miscellaneous.

The Undersigned appoints the Proxyholder to vote upon all the items of the above agenda in accordance with any directions herein given and if no direction is given, the Proxyholder shall vote FOR with respect to each of the proposals for which no direction is given.

1. RESOLUTION to acknowledge that the Undersigned has been duly convened to the Meeting by way of a convening notice published in the *Mémorial C, Recueil des Sociétés et Associations* on May 28, 2013, on the Tageblatt on May 28, 2013 and on the website of the Company on May 28, 2013.

For	Against	Abstention
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. RESOLUTION to hold the Meeting on June 28, 2013 at 11:00 a.m. rather than on June 30, 2013 at 11:00 a.m. as provided for in article 15.4 of the Articles and to grant discharge (*quitus*) to the Board in relation thereto.

For	Against	Abstention
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. RESOLUTION to acknowledge and approve the 2012 Annual Accounts.

For	Against	Abstention
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. RESOLUTION to acknowledge and approve the Management Report.

For	Against	Abstention
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. RESOLUTION to acknowledge and approve the Audit Report.

For	Against	Abstention
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. RESOLUTION to acknowledge that the profit and loss account of the Company for the financial year ended December 31, 2012 shows a loss in an amount of one million six hundred seventy-five thousand four hundred twenty-one United States Dollars and fourteen United States Dollar cents (USD 1,675,421.14), RESOLUTION to carry forward such loss to the next financial year; RESOLUTION to acknowledge that the cumulated losses suffered by the Company amount to four million four hundred nine thousand three hundred ninety-two United States Dollars and sixty-seven United States Dollar cents (USD 4,409,392.67) such losses exceeding three quarters of the share capital of the Company; and RESOLUTION to meet in a separate meeting in accordance with article 100 of the law of August 10, 1915 on commercial companies, as amended, to be held immediately after the Meeting, in order to resolve on the dissolution of the Company or continuation of the activities of the Company considering the cumulated losses suffered by the Company as per December 31, 2012.

For Against Abstention

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7. RESOLUTION to acknowledge and approve the 2012 Consolidated Annual Accounts; RESOLUTION to acknowledge that the consolidated profit of the financial year ended on December 31, 2012 is in the amount of eleven million six hundred sixty thousand United States Dollars (USD 11,660,000.-).

For Against Abstention

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8. RESOLUTION to acknowledge and approve the 2012 Consolidated Annual Accounts Management Report.

For Against Abstention

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9. RESOLUTION to acknowledge and approve the 2012 Consolidated Annual Accounts Audit Report.

For Against Abstention

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10. RESOLUTION to grant 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, 2012.

For Against Abstention

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11. RESOLUTION to grant discharge (*quitus*) to PricewaterhouseCoopers 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, 2012.

For Against Abstention

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12. RESOLUTION to renew the mandate of PricewaterhouseCoopers, with registered office at 400, route d'Esch, L-1014 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies (R.C.S. Luxembourg) under number B 65.477 (PwC), as independent auditor (*réviseur d'entreprises agréé*) of the Company for a term which will expire at the annual general meeting of the shareholders of the Company to be held in 2014 and in the case where the mandate of PwC is not renewed RESOLUTION to designate and appoint a new independent auditor (*réviseur d'entreprises agréé*) of the Company for a term which will expire at the annual general meeting of the shareholders of the Company to be held in 2014.

For Against Abstention

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13. RESOLUTION to authorize and empower any director of the Company and/or any employee of TMF Luxembourg S.A., each individually and severally, to proceed in the name and on behalf of the Company and in accordance with the requirements of Luxembourg law, with the registration of the 2012 Annual Accounts and the appointment of the independent auditor (*réviseur d'entreprises agréé*) of the Company with the RCS and to publish the same in the *Mémorial C, Recueil des Sociétés et Associations*, and to carry out all acts and things so as to carry into effect the purposes and intent of the Meeting.

For Against Abstention

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The above Meeting will be immediately followed by the Extraordinary Meeting of the shareholders of the Company which will take place in Luxembourg, at the same date, upon the following agenda:

1. Convening notices;
2. Dissolution of the Company or continuation of the activities of the Company in accordance with article 100 of the law of August 10, 1915 on commercial companies, as amended (the **Company Law**), considering the cumulated losses suffered by the Company during the financial year ended December 31, 2012; and
3. Miscellaneous.

The Undersigned appoints the Proxyholder to vote upon all the items of the above agenda in accordance with any directions herein given and if no direction is given, the Proxyholder shall vote FOR with respect to each of the proposals for which no direction is given.

1. RESOLUTION to acknowledge that the Undersigned has been duly convened to the Extraordinary Meeting by way of a convening notice published in the *Mémorial C, Recueil des Sociétés et Associations* on May 28, 2013, on the Tageblatt on May 28, 2013 and on the website of the Company on May 28, 2013.

For	Against	Abstention
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. RESOLUTION to acknowledge that the cumulated losses suffered by the Company as per December 31, 2012 amount to four million four hundred nine thousand three hundred ninety-two United States Dollars and sixty-seven United States Dollar cents (USD 4,409,392.67), such losses exceeding three quarters of the share capital of the Company and RESOLUTION to continue the activities of the Company in accordance with article 100 of the Company Law.

For	Against	Abstention
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Undersigned authorizes the Proxyholder to approve, reject or modify, in the name and on behalf of the Undersigned, any item on the agenda and add any item to the agenda and, in addition, gives full power to the Proxyholder to make any statement, cast all votes, sign all minutes of meetings and other documents, do all acts necessary or useful in connection with or in respect of the performance of the present proxy, even though not especially indicated, undertaking to ratify and confirm such acts taken by the Proxyholder and signatures if the need should arise and to proceed, in accordance with the requirements of Luxembourg law, with any registration with the RCS and to any publication in the *Mémorial C, Recueil des Sociétés et Associations*.

The Undersigned undertakes to fully indemnify the Proxyholder against all claims, losses, costs, expenses, damages or liability which the Proxyholder 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 Luxembourg, on 11.06.13

A handwritten signature in black ink, appearing to read 'Prospero', written over a horizontal line.

By: Andrea Amedeo Prospero

Title: Director/President