

Ros Agro PLC - AGRO
Notice of AGM
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Ros Agro PLC
22 April 2015

ROS AGRO PLC

NOTICE OF DIRECTORS MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the Company's registered office in Nicosia, Cyprus on 22nd May 2015 at 10:00 a.m. to transact the business on the agenda outlined within Schedule A attached hereto.

BY ORDER OF THE BOARD
For and on behalf of
Ros Agro Plc

.....
Fiduciana Secretaries Limited
Secretary

Date: 20th April 2015
Ros Agro Plc,
Registered Office:
12 Mykinon Street
Lavinia Court, 6th floor
1065 Nicosia, Cyprus
Fax: +357 22460890
E-mail: anna.homenko@fiduciana.com

NOTE: Should any member of the Company wish to discuss any other item during the meeting, they are kindly requested to contact the Company Secretary as soon as possibly convenient in order to have the additional item inserted on the Agenda list. All appendices/materials relating to the additional item should also be provided to the Company Secretary for circulation.

Any member of the Company entitled to attend, speak and vote at the abovementioned meeting may appoint a proxy to attend, speak with the same rights as the member and, on a poll, vote instead of the member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company. A specimen of the proxy is attached hereto as Schedule C.

For any further clarifications or assistance please contact Georgia Salameh at georgia.salameh@fiduciana.net

SCHEDULE A

ROS AGRO PLC

Agenda - Annual General Meeting

Nicosia, Cyprus 22th of May, 2015

1. Adoption of the annual Standalone Financial Statements for 2014;
2. Adoption of IFRS Financial Statements for 2014;
3. Adoption of the Directors' Report for 2014;
4. Adoption of the Auditor's Report for 2014;
5. Adoption of the Annual Report for 2014 (LSE);

6. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements on 2015 - recommendation of the Board of Directors to maintain the current Auditor;
7. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements on 2015- recommendation of the Board of Directors that the remuneration of the Auditor for 2015 is to be decided upon and approved by the Directors;
8. The recommendation of the Board is to pay dividends for the 2014, with a total pay-out 5 063 256 112.61 Russian Roubles. Given the Company has already paid interim dividends for the first half of 2014, with a total pay-out 2 000 029 236.96 Russian Roubles, the distributed amount is 3 063 226 875.65 RUR (or 55 360 055.44 USD). Given the Company owns 2 212 648 of its own GDRs (5 GDRs represent 1 share), which will be excluded from dividend distribution, the dividend will be 130.03 Rubles or 2.35 USD (gross) per ordinary share or 26.01 Rubles or 0.47 USD (gross) per GDR. The payment date will be made not later than June, 05, 2015.
9. Remuneration of Directors - to be made to the directors and in accordance to the Company's Articles of Association - the recommendation of the Board of Directors that the remuneration is to be decided upon and approved by the Board
10. Amendments to the Company's Articles of Association - the recommendation of the board is that the proposed amendments, attached hereto as Schedule B, are approved and adopted;
11. Election of the Board of Directors;
12. Any other item.

SCHEDULE B

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To amend the Articles of Association as follow:

1. To amend the Article 80 as follow:

Article 80. Any Directors shall be entitled to remuneration which shall, from time to time, be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company.

2. To amend Article 98 as follows:

Article 98. The Directors may elect a chairman of the Board, and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

SCHEDULE C

PROXY

WE/I, _____, of _____, being a member of the above-named Company, hereby appoint Ms./Mr. _____, holder of I.D./passport No. _____ or failing her/him Ms./Mr. _____, holder of I.D./passport No. _____ as our/my proxy to vote for us/me and on our/my behalf at the Annual General Meeting of the Company, to be held on the 30th day of May 2014, and at any adjournment thereof.

WE/I expressly instruct our/my proxy to vote on the following matters, as shown below:

1. Adoption of the annual Standalone Financial Statements for 2014;
FOR/AGAINST/ABSTAIN
2. Adoption of IFRS Financial Statements for 2014;
FOR/AGAINST/ABSTAIN
3. Adoption of the Directors' Report for 2014;
FOR/AGAINST/ABSTAIN
4. Adoption of the Auditor's Report for 2014;
FOR/AGAINST/ABSTAIN
5. Adoption of the Annual Report for 2014 (LSE);
FOR/AGAINST/ABSTAIN
6. Adoption of the Auditor for audit of Standalone and IFRS Financial Statements for 2015 - recommendation of the Board of Directors to maintain the current Auditor for the financial year 2015;
FOR/AGAINST/ABSTAIN

7. Adoption of the remuneration for the Auditor of Standalone and IFRS Financial Statements for 2015 - recommendation of the Board of Directors that the remuneration of the Auditor for 2015 is to be decided upon and approved by the Directors;

FOR/AGAINST/ABSTAIN

8. The recommendation of the Board is to pay dividends for the 2014, with a total pay-out 5 063 256 112.61 Russian Roubles. Given the Company has already paid interim dividends for the first half of 2014, with a total pay-out 2 000 029 236.96 Russian Roubles, the distributed amount is 3 063 226 875.65 RUR (or 55 360 055.44 USD). Given the Company owns 2 212 648 of its own GDRs (5 GDRs represent 1 share), which will be excluded from dividend distribution, the dividend will be 130.03 Rubles or 2.35 USD (gross) per ordinary share or 26.01 Rubles or 0.47 USD (gross) per GDR. The payment date will be make not late then June, 05, 2015.

FOR/AGAINST/ABSTAIN

9. Remuneration of Directors - to be made to the directors and in accordance to the Company's Articles of Association - the recommendation of the Board of Directors that the remuneration is to be decided upon and approved by the Board;

FOR/AGAINST/ABSTAIN

10. Amendments to the Articles of Association - recommendation of the Board of Directors that the proposed changes are approved and adopted;

FOR/AGAINST/ABSTAIN

11. Election of the Board of Directors

FOR/AGAINST/ABSTAIN

12. Any other item; **UP TO THE DISCRETION OF MY PROXY**

This information is provided by RNS

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