



**Notice to Owners of
144 A and Regulation S Global Depositary Receipts of**

ROS AGRO PLC.

**144 A CUSIP #: 749655106 ISIN#: US7496551067
REG S CUSIP #: 749655205 ISIN#: US7496552057**

Owners of record at the close of business on **April 22, 2015** of Global Depositary Receipts (five GDR representing one of Ordinary Share) of **Ros Agro Plc.** (the "Company") issued under the Deposit Agreement dated April 12, 2011, among the Company, The Bank of New York Mellon, as Depositary, and the Owners of the Global Depositary Receipts issued thereunder, are hereby notified that The Bank of New York Mellon, as Depositary, has received Notice of the **Annual General Meeting** of the Company, to be held on **May 22, 2015** in Cyprus.

The Depositary will only endeavour to vote or cause to be voted the votes attaching to Shares in respect of which voting instructions have been received, except that if no voting instructions are received by the Depositary (either because no voting instructions are returned to the Depositary or because the voting instructions are incomplete, illegible or unclear) from a Holder with respect to any or all of the Deposited Shares represented by such Holder's GDRs on or before **12:00 PM EST May 15, 2015**, such Holder shall be deemed to have instructed the Depositary to give a discretionary proxy to a person designated by the Company with respect to such Deposited Shares, and the Depositary shall give a discretionary proxy to a person designated by the Company to vote such Deposited Shares, **PROVIDED THAT** no such instruction shall be deemed given, and no such discretionary proxy shall be given, with respect to any matter as to which the Company informs the Depositary (and the Company agrees to provide such information in writing as soon as practicable) that (i) the Company does not wish such proxy to be given, or (ii) such matter materially and adversely affects the rights of holders of Shares.

**The Bank of New York Mellon,
as Depositary**

Dated: April 23, 2014

ANNUAL GENERAL MEETING OF ROS AGRO PLC.

TO: Mediant Communications Inc.
E-mail: voteadr@mediantonline.com
Telephone Number: (212) 815-5021 (Mira Daskal)

RE: Ros Agro Plc.
Annual General Meeting to be held on May 22, 2015.

FROM: _____
DTC Participant Number (Mandatory)

SIGNATURE: _____
Authorized Signatory / Medallion required for 144 A

CONTACT INFO: _____
Telephone / Fax Number / E-mail Address

TOTAL NUMBER 144 A GDRs (CUSIP # 749655106)
HELD AS OF APRIL 22, 2015: _____

TOTAL NUMBER REG S GDRs (CUSIP # 749655205)
HELD AS OF APRIL 22, 2015: _____

NUMBER 144 A GDRs BEING VOTED: _____

NUMBER REG S GDRs BEING VOTED: _____

DATE: _____, 2015

Ros Agro Plc. Annual General Meeting May 22, 2015

The above-noted holder of 144 A and Reg S Depositary Receipts ("GDRs") of Ros Agro Plc. (the "Company") hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor insofar as practicable, to vote or cause to be voted the number of Deposited Securities underlying the GDRs held as of close of business on April 22, 2015 at the Annual General Meeting of the Company to be held in Cyprus on May 22, 2015 in respect of the following resolution:

**THIS FORM MUST BE RECEIVED COMPLETED BY
MAY 15, 2015 AT 12:00 PM EST TO BE VALID**

ANNUAL GENERAL MEETING OF ROS AGRO PLC.

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

NON-VOTING ITEM

End of resolutions