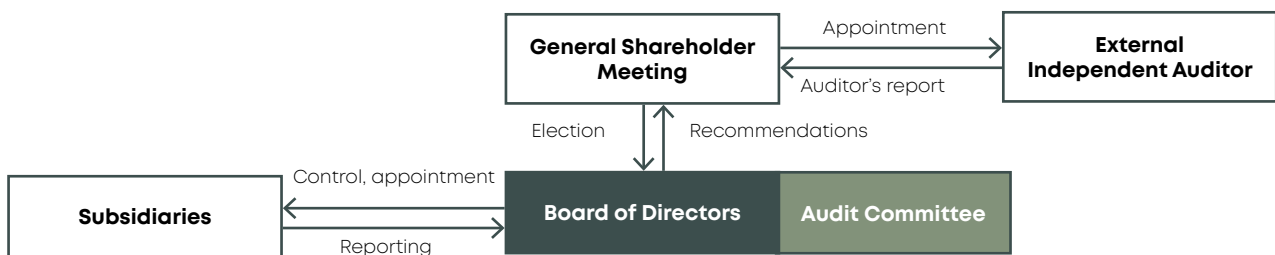


GOVERNANCE AND CONTROL SYSTEM

In accordance with the Articles of Association, the Company's corporate governance system includes as follows:

- The Shareholder Meeting;
- The Board of Directors;
- The Audit Committee of the Board of Directors;
- The Managing Director.

The Company's governance and control system



GENERAL SHAREHOLDER MEETING

The General Shareholder Meeting is the Company's supreme management body. The Annual General Meeting is held once a year. Any additional General Shareholder Meeting is regarded as an extraordinary general meeting. The General Shareholder Meetings are held at 25 Aphrodite Street, 3rd floor, office 300, 1060 Nicosia, Cyprus. If there is a necessity to change the location, the Company's Board of Directors appoints the date and place of the Annual General Meeting and extraordinary meetings.

The General Shareholder Meeting holds exclusive authority to:

- Announce the payment of dividends on the Company's securities;
- Decide upon the issues of shares and other Company's securities;
- Decide upon the acquisition of the shares previously issued by the Company;
- Approve the Company's financial statements;
- Review the reports of the Auditors and the Board of Directors;
- Approve the Company's annual reports;
- Appoint members of the Board of Directors;
- Elect an Auditor for the Company and decide upon its remuneration;
- Approve the purchase of the Company's shares by the members of the Board of Directors;
- Decide on the dissolution of the Company.

In 2020, the Company held two General Shareholder Meetings: on 17 April (Annual General Meeting) and on 18 September (extraordinary General Shareholder Meeting).

The Annual General Meeting in April 2020 approved as follows:

- 2019 Audited Consolidated Financial Statements;
- 2019 Audited Separate Financial Statements;
- 2019 Independent Auditor's Report;
- 2019 Annual Report;
- 2019 dividend payout.

In September 2020, the extraordinary General Shareholder Meeting approved the decision on the payment of 2020 interim dividends.



Minutes of General Shareholder Meetings are available at the Company site under Corporate Documents of Ros Agro PLC.