

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 Kiev City, street Illinska ,8, entrance 3, floor,4, 04070 Ukraine at 10.00. am on July 11, 2019

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 Annual General Meeting.
2. Review and approval of the Directors' Reports in relation to the stand alone and the consolidated financial statements of the Company for the years ended 31 December 2012, 31 December 2013, 31 December 2014, 31 December 2015 and the Management Reports in relation to the stand alone and the consolidated financial statements of the Company for the years ended 31 December 2016, 31 December 2017 and 31 December 2018.
3. Review and approval of the stand alone and consolidated financial statements and the Auditors' Reports for the years ended 31 December 2012, 31 December 2013, 31 December 2014, 31 December 2015, 31 December 2016, 31 December 2017 and 31 December 2018
4. To re-elect Ms. Larysa Orlova as a director of the Company ("Director"), who retires and offers himself for re-election for the ensuing year.
5. To re-elect Mr. Volodymyr Kudryavtsev as a Director, who retires and offers himself for re-election for the ensuing year.
6. To re-elect Mr. Borys Supikhanov as a Director, who retires and offers himself for re-election for the ensuing year.
7. To re-elect Mr. Iurii Zhuravlov as a Director, who retires and offers himself for re-election for the ensuing year.

8. To re-elect Mr. Tamara Lapta as a Director, who retires and offers herself for re-election for the ensuing year'.
9. Re-appointment of the Independent Auditors and authorization to the Board of Directors to fix their remuneration
10. Any other business which can be carried out at an Annual General Meeting.
11. Closing of the Annual General Meeting.

Nicosia, May 28, 2019.

By order of the Board

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Name:

For 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 appearing as a Member in the Register of Members of the Company on the record date (hereinafter referred to as the "Member") is entitled to participate in the Annual General Meeting. Each ordinary share is entitled to one vote. The record date for determining the right to vote at the Annual General Meeting is set to be on July ,9 2019. Transactions, which will be taking place on and thereafter, will not be considered in determining the right to vote at the Annual General Meeting.

- (2) A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Members may appoint any person as their proxy. Such proxy need not be a Member of the Company.

In the case of joint holders, the vote of the senior of such joint holders who tenders a vote, whether in person or through a telephone or other telecommunication connection or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the Register of Members.

- (3) The instrument appointing a proxy, which is enclosed and has been posted on the Company's website at agroton.com.ua, must be deposited Kiev City, street Illinska ,8, entrance 3, floor,4, 04070 Ukraine, Fax +38 044 594 51 59....., at least 48 hours before the time of the Annual General Meeting.

Members should confirm that the form of proxy has been successfully received by the Company by electronic transmission to the email address: orlova@agroton.com.ua.

- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized.
- (5) Members 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.
- (6) Any legal entity, which is a Member of the Company, may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company.

VOTING PROCEDURES AT GENERAL MEETINGS

- (7) At any general meeting, any resolution put to the vote at the meeting shall be decided on a show of hands or in the case of participation by a telephone or other telecommunication connection, by an oral declaration, unless a poll is (before or on the declaration of the result of the show of hands or by oral declaration) demanded:
- (a) by the Chairman; or
 - (b) by at least three Members present in person or by proxy; or
 - (c) by any Member or Members present in person or through a telephone or other telecommunication connection or by proxy and representing at least one tenth of the total voting rights of all the Members entitled to vote at the meeting; or

- (d) by a Member or Members present in person or through a telephone or other telecommunication connection, holding shares in the Company conferring the right to vote at the meeting, being shares on which an aggregate sum has been paid equal to at least one tenth of the total sum paid on all the shares granting such right.
- (8) A poll demanded following a request of the Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of a poll. The demand for a poll may be withdrawn.
- (9) In a vote by ballot at a general meeting, a Member, which attends either in person or through a telephone or other telecommunication connection or through a proxy and has the right of more than one vote does not need, if he does vote, to use all the votes or cast all the votes he will use in the same way.
- (10) An ordinary resolution is a resolution passed at a general meeting by a simple majority (50% +1) of Members of the Company entitled to vote at the meeting who are present in person, through a telephone or other telecommunication connection or by proxy.
- (11) 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, through a telephone or other telecommunication connection or by proxy, for which relevant notice has been given pursuant to Article 135 of the Companies Law, Cap 113 (as amended) specifying the intention to propose the resolution as a special resolution.
- (12) A resolution pursuant to article 59A of Companies Law Cap. 113 (as amended) shall be a resolution, which has been approved by a properly convened general meeting (a) by a majority of two thirds of the Members represented at the meeting or (b) with a simple majority where at least half of the issued share capital of the Company is represented at the General Meeting.

MEMBERS RIGHTS AT THE ANNUAL GENERAL MEETING

- (13) Pursuant to articles 127B of Companies Law Cap. 113 (as amended), Members 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 the Member or group of Members hold at least 5% of the issued share capital of the Company, representing at least 5% of the voting rights of Members entitled to vote at the meeting for which an item has been added on the agenda.

The Members request to put an item on the agenda or resolution for this Annual General Meeting (as described above in section 14(i)) must be received by the Company's Secretary in hard copy or electronically at the addresses indicated below at least 42 days prior to the relevant meeting.

Address for delivery of request in hard copy:

Secretary,
AGROTON PUBLIC LIMITED,
1, Lampousas Street
1095, Nicosia
Cyprus

Or by fax at +357 22 779939

Or by e-mail at the electronic address: orlova@agroton.com.ua

- (14) Pursuant to section 128C of the Companies Law Cap. 113 (as amended), Members 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 the Members. An answer is not required if (a) it would interfere unduly with the 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 "Questions and Answers" 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, Members may submit questions in writing by sending a letter, together with evidence of their shareholding, at least four working days before the meeting (i.e. by July, 5 2019 to the Secretary of the Company at AGROTON PUBLIC LIMITED, at 1, Lampousas Street 1095, Nicosia, Cyprus or by fax to +357 22 779939 or by email to orlova@agroton.com.ua

OTHER INFORMATION AND AVAILABLE DOCUMENTS

- (15) As at May, 28 2019 (being the latest practicable date to the issue of this Notice), the total issued share capital of the Company is EURO 455.070,00 divided into 21,670,000 total shares of nominal value EURO 0,021 each.
- (16) The Notice of the Annual General Meeting and the Form of Proxy shall be made available in electronic form on the website of the Company at agroton.com.ua and in hard copy at 1, Lampousas Street, 1095, Nicosia, Cyprus, tel. +357 22 777 000.
- (17) The Reports, the stand alone financial statements and Consolidated Financial Statements of the Company, which will be considered at the Annual General Meeting (Annual Report), will be available on the website of the Company at agroton.com.ua
- (18) Copies of these documents and also of the proposed resolutions and any documents referred to in paragraphs (c) and (d) of subsection (4) of section 127A of the Law may be received on request free of charge either in soft or hard copy from 1, Lampousas Street, 1095, Nicosia, Cyprus, tel. +357 22 777 000, fax: +357 22 779939, email: orlova@agroton.com.ua