

**AGROLIGA GROUP PLC.**

(registered in Cyprus, registration number HE 269325)

(the "Company")

Minutes of the Annual General Meeting of the Company held at 11 Boumpoulinas street, 1<sup>st</sup> floor, 1060 Nicosia, Cyprus, on August 8<sup>th</sup>, 2013

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**PRESENT:** Iryna Poplavska, Oleksandr Berdnyk

**IN ATTENDANCE:** BIZSERVE SECRETARIAL SERVICES LIMITED (legally represented by Mr. Georgios Theodorou)

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**CHAIRMAN**

IT WAS RESOLVED that Mr. Oleksandr Berdnyk be and hereby is appointed as the chairman of the meeting.

**NOTICE AND QUORUM**

The chairman reported that notice of the meeting had been given to all those entitled to receive the same and noted that the quorum necessary, pursuant to Regulation 47 of the Articles of Association of the Company, for a meeting of the Shareholders of the Company was present.

**AGENDA FOR THE GENERAL MEETING**

1. Consideration and approval of the Report of the Board of Directors and Financial Statement of Accounts and the Balance Sheet of the Company for the year ended 31 December 2012, as well as the Auditors' Report.
2. Authorization of the Board of Directors to appoint the Company's auditor for 2013 and determine remuneration of the Company's auditor for 2013.
3. Appointment of the Company's Board of Directors.
4. Approval of dividends for 2012.
5. Division of the Company's shares.
6. Consideration and approval of increase in the Company's authorized capital.
7. Authorization of the Board of Directors to issue the shares from authorized but yet unissued authorized capital of the Company.
8. Waiving of pre-emption right of shareholders in relation to a new issue and allotment of shares
9. Transfer to the WSE main market.

**AFTER CONSIDERING ALL THE ITEMS ON THE AGENDA GENERAL MEETING  
DECIDED ON THE FOLLOWING:**

**Resolution:**

1. The Annual General Meeting hereby approves the Report of the Board of Directors and Financial Statement of Accounts and the Balance Sheet of the Company for the year ended 31 December 2012, as well as the Report of the Company's Auditor that are attached hereto.
2. The Annual General Meeting hereby appoints ..... as the auditors for the Company for 2013 and hereby authorizes the Board of Directors to settle the amount of the auditor's remuneration for 2013.
3. The Annual General Meeting hereby re-appointed the following persons to act as the members of the Company's Board of Directors:
  - BIZSERVE MANAGEMENT LIMITED (legally represented by Mr. Georgios Theodorou);
  - BIZSERVE INVESTMENTS LIMITED (legally represented by Mr. Georgios Theodorou);
  - Mr. Oleksandr Berdnyk
4. The Annual General Meeting hereby decided that the dividends for the year 2012 would not be distributed and paid to the Company's shareholders and would be used for the benefit of the Company's business development as the Board of Directors might find suitable.
5. The Annual General Meeting hereby decided and approved that each of the Company's shares comprising the Company's authorized capital and having a nominal value of EUR 0,10 will be split (divided) into 5 shares with the nominal value of EUR 0,02 each.
6. The Annual General Meeting hereby decided and approved to increase the Company's authorized capital from EUR 30 756.00 to EUR **51 259.80 divided into 2.562.990 shares of €0.02 each** .
7. The Annual General Meeting hereby authorizes the Company's Board of Directors to issue and allot not more than **1 025 190** ordinary shares with a nominal value of EUR 0,02 each out of the authorized and yet unissued share capital of the Company and to take for this purpose any actions, including, without any limitations, to determine the terms of subscription to the above shares including subscription schedule, including to set the selling price to the shares, and make any agreements associated with issue and allotment of the said shares. Shares shall be paid – up with cash contribution only..

8. That the shareholders of the Company hereby confirm that they waive their pre-emptive rights to subscribe to the shares to be issued pursuant to resolution number 7 above
9. The shares to be issued under the above Resolution number 7 above shall be entitled to dividend since **31/12/2013 provided the shares are issued by that date.**
10. The Annual General Meeting hereby decided and approved to transfer the company's shares to the main market of Warsaw Stock Exchange from New Connect market.
11. The shares to be issued under the above Resolution 7 shall be placed at the Warsaw Stock Exchange and the Company for this purpose will comply with all the requirements of the laws of Cyprus and the laws of Poland and will obtain all the required licenses, permits and other documents of the same nature.
12. The Annual General Meeting hereby decided that all the formalities associated with transfer of the company's shares to the main market of Warsaw Stock Exchange, increase of the Company's authorized capital and split (division) of the Company's shares would be complied with as required under the laws of Cyprus and the laws of Poland, including without any limitations any filings, reports and returns that are to be submitted to the competent authorities in Cyprus and in Poland. The Secretary of the Company and Board of Directors is hereby authorized and instructed to take all necessary steps with respect to filing all necessary forms and returns with the Cyprus Registrar of Companies.
13. In cases required by the law an application shall be made at the Registrar of Companies and that the Secretary and the Company and Board of Directors is hereby authorized to take all necessary or appropriate steps to deal with all the matters related to or incidental thereto.

## CLOSE OF THE MEETING

As there has been no further business to be conducted on the General Meeting, the Chairman declared the meeting closed at 3:00 p.m.

(Sgd.) .....

Mr. Oleksandr Berdnyk

**Chairman**

(Sgd.) .....

Mr. Georgios Theodorou

For and on behalf of

**Bizserve Secretarial Services Limited**  
**Secretary**