

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF AGRIA GROUP HOLDING AD, Varna

Today, 09 May 2018, a meeting of the Board of Directors of Agria Group Holding AD, Varna, was held.

The meeting attended the following members of the Board of Directors: Emil Veselinov Raykov, Stanimir Rusev Buzhev, Deyan Rosenov Ovcharov, Daniela Dimitrova Taneva and Anna Dimitrova Belchinska.

The meeting of the Board of Directors was held in compliance with the requirements of the Commerce Act and the Articles of Association of the Company.

Following a discussion, the Board of Directors unanimously took the following resolutions.

Item 1

Pursuant to the provision of Article 223 (1) of the Commerce Act, calls a physically attended Ordinary General Meeting of Shareholders of Agria Group Holding AD, Varna, to be held on 25 June 2018 at 111 Knyaz Boris I Blvd, Primorski District, Varna, Business Center, 9th floor at 11:00 a.m. with the following agenda and the following draft resolutions:

Item 1. Approval of the annual report of the Board of Directors on the activity of the Company for 2017

Draft Resolution: The General Meeting approves the Annual Report of the Board of Directors on the activity of the Company for 2017;

Item 2. Approval of the annual consolidated report of the Board of Directors on the activity of the Company for 2017

Draft Resolution: The General Meeting approves the annual consolidated report of the Board of Directors on the activity of the Company for 2017;

Item 3. Approval of the audited annual financial report of the Company for 2017 and the auditor's report

Draft Resolution: The General Meeting approves the audited annual financial report of the Company for 2017 and the auditor's report;

Item 4. Approval of the audited consolidated annual financial report of the Company for 2017 and the auditor's report

Draft Resolution: The General Meeting approves the audited consolidated annual financial report of the Company for 2017 and the auditor's report;

Item 5. Passing a resolution to discharge from liability the members of the Board of Directors of the Company with regard to their activity in 2017.

Draft Resolution: The General Meeting discharges from liability the members of the Board of Directors of the Company with regard to their activity in 2017;

Item 6. Approval of report regarding the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2017;

Draft Resolution: The General Meeting approves report regarding the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2017;

Item 7. Passing a resolution regarding the distribution of the profit generated by the Company for 2017
Draft Resolution: The General Meeting passes a resolution no cash dividend to be distributed to the shareholders from the net profit generated by the Company for 2017 amounting to BGN 4,732,937.79;

Item 8. Approval of the report on the activity of the Auditing Committee of the Company for 2017
Draft Resolution: The General Meeting approves the report on the activity of the Auditing Committee of the Company for 2017;

Item 9. Election of a registered auditor of the Company for 2018
Draft Resolution: The General Meeting passes a resolution for the election of a registered auditor of the Company for 2018 in accordance with the proposal presented by the Auditing Committee;

Item 10. Terminating the mandate of a member of the Audit Committee of the Company and electing a new member of the Audit Committee of the Company to replace the released member.
Draft Resolution: The General Meeting passes a resolution to release as a member of the Audit Committee Diyana Krasimirova Petrova and to elect a new member of the Audit Committee of the Company – Milena Ivanova Gigova.

Item 11. Determining the mandate of the Audit Committee of Agria Group Holding AD
Draft Resolution: The General Meeting determines a mandate of 1 year for the Audit Committee of Agria Group Holding AD

Item 12. Approval of the report of the Investor Relations Director of the Company for 2017
Draft Resolution: The General Meeting approves the report of the Investor Relations Director of the Company for 2017.

In case of a lack of quorum, pursuant to the provision of Article 227 (3) of the Commerce Act, a new General Meeting of Shareholders shall be held on 12 July 2018 at 11:00 a.m. at the same place and with the same agenda, and it shall be legal irrespective of the capital represented at the meeting. No items under the procedure of Article 223a of the Commerce Act may be included in the agenda of the new meeting.

The registration of the shareholders will take place on the day of the General Meeting of Shareholders from 10:30 a.m. until 11:00 a.m. To register and participate in the General Meeting of Shareholders, shareholders who are legal persons shall certify their identity by a Certificate of current legal status and an identification document of the legal representative of the company, and shareholders who are natural persons shall certify their identity by an identification document.

The total number of shares and voting rights in the General Meeting of Shareholders as at the date of the resolution of the Board of Directors to call a General Meeting of Shareholders (09 May 2018) herein is 6,800,000.

According to the provisions of Article 115b (1) of the Public Offering of Securities Act (POSA), the voting right in the General Meeting may be exercised by persons who have acquired shares and have been entered in the register of the Central Depository as shareholders 14 days prior to the date of the General Meeting at the latest, or respectively on 11 June 2018. Only persons entered as shareholders of the Company on this date (11 June 2018) shall have the right to participate in the General Meeting and

exercise their voting right at the General Meeting. In case of a lack of quorum on the first announced date, the voting right in the General Meeting may be exercised by persons who have acquired shares and have been entered in the register of the Central Depository as shareholders 14 days prior to the second announced date (12 July 2018), or respectively on 28 June 2018. Only persons entered as shareholders of the Company on this date shall have the right to participate in the General Meeting and exercise their voting right at the General Meeting.

The written materials for the meeting are available to shareholders at the business address of the Company every business day from 10:00 to 16:00. The invitation, together with the printed materials under the agenda of the General Meeting will be published on the website of the Company - www.agriabg.com for the period from the promulgation of the invitation in the Company Register to the closing of the GM.

In accordance with the requirement of the provision of Article 116 (3) of POSA, the Board of Directors of Agria Group Holding AD presents a sample of a written power of attorney on a hard copy, together with the materials for the General Meeting. The text of the sample power of attorney can also be found on the website of the Company: www.agriabg.com.

All shareholders of the Company are invited to participate in person or via a representative in the General Meeting.

Persons holding jointly or severally at least 5 percent of the capital of Agria Group Holding AD, Varna, may request inclusion of issues into the agenda and propose resolutions regarding issues already on the agenda of the General Meeting under the procedure of Article 223a of the Commerce Act. These shareholders must present a list of items to be included in the agenda and draft resolutions for promulgation in the Commercial Register no later than 15 days prior to the opening of the General Meeting. Once promulgated in the Commercial Register, the issues shall be considered as included in the proposed agenda. On the next business day after the promulgation at the latest, the shareholders shall present the list of issues, draft resolutions, and written materials at the registered office and business address of the Company, as well as to the Financial Supervision Commission.

During the General Meeting, the Company's shareholders shall be entitled to pose questions on all items of the agenda, as well as questions regarding the economic and financial situation and the business activity of the Company, regardless of whether the latter are related to the agenda. The shareholders are entitled to make substantive propositions for resolutions under each item included in the agenda while complying with the law and under the restriction of Article 118 (3) of POSA. The deadline for exercising that right is until the end of discussing the respective Item, before voting to pass the resolution by the General Meeting.

Item 2

The Board of Directors of Agria Group Holding AD adopts the following Rules on voting by proxy at the General Meeting of Shareholders to be held on 25 June 2018.

The General Meeting includes all shareholders holding shares in the Company. They shall participate in the General Meeting in person or by proxy. The right to vote in the General Meeting shall be exercised by the persons entered into the registers of Central Depository AD as shareholders of the Company 14 (fourteen) days before the date of the General Meeting.

Every shareholder shall have the right to authorize in writing a person to represent them at the General Meeting. The written power of attorney for representation of a shareholder in the General Meeting must be for a particular general meeting, must be an express power of attorney certified by a notary, and must have the content under Article 116 (1) of POSA. Reauthorization with the rights granted to the proxy in accordance with the received power of attorney shall be void. A power of attorney granted in breach of the provision of Article 116 (1) of POSA shall also be void.

To exercise their voting right at the General Meeting, shareholders who are natural persons shall prove their identity by an identification document, and if the natural person is acting via a proxy – by an identification document of the proxy and an express power of attorney certified by a notary for the particular GM, meeting the requirements of Article 116 (1) of POSA. Shareholders who are legal persons shall certify their identity by a Certificate of current legal status and an identification document of the legal representative of the company, and if the legal entity is not represented by the legal representative – by a Certificate of current legal status of the legal entity, an identification document of the proxy, and an express power of attorney certified by a notary for the particular GM meeting the requirements of Article 116 (1) of POSA. Should the shareholder be represented by proxy legal person, a Certificate of current legal status of the proxy company, an identification document of the representative of the proxy company, and an express power of attorney certified by a notary for the particular GM meeting the requirements of Article 116 (1) of POSA must be presented.

The Certificate of current legal status, as well as the power of attorney for representation at the General Meeting of Shareholders issued in a foreign language must be accompanied by a legalized translation into Bulgarian in accordance with the requirements of the existing legislation. In case of inconsistency between the texts, the Bulgarian translation shall prevail.


The Board of Directors of Agria Group Holding AD shall present a sample of a written power of attorney on a hard copy and in an electronic form together with the materials for the General Meeting. The sample power of attorney shall also be available on the website of the Company: www.agriabg.com. Upon request, a sample written power of attorney may also be presented after the convocation of the Ordinary General Meeting of Shareholders.

Each shareholder who has issued a power of attorney for participation in a GM must inform the Company about the authorization by the end of the business day before the Meeting.


Agria Group Holding AD shall receive and accept as valid notifications and powers of attorney via the Internet at the following e-mail address: t.jvanova@agriabg.com. The electronic messages must be signed by means of a Universal Electronic Signature (UES) by the authorizer and an electronic document (electronic image) of the power of attorney must be attached and also signed by means of a Universal Electronic Signature (UES) by the authorizer.

Voting by correspondence or electronic means shall not be applicable to the Ordinary General Meeting of Shareholders in Agria Group Holding AD, convened for 25 June 2018.

Board of Directors


Emil Raykov


Stanimir Buzhov


Deyan Oycharov


Daniela Taneva


Anna Belchinska



INVITATION TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AGRIA GROUP HOLDING, VARNA, ON 25 JUNE 2018 CONTAINING THE AGENDA WITH THE ISSUES PROPOSED FOR DISCUSSION AND THE DRAFT RESOLUTIONS

The Board of Directors of Agria Group Holding AD, Pursuant to the provision of Article 223 (1) of the Commerce Act, calls a physically attended Ordinary General Meeting of Shareholders of Agria Group Holding AD, Varna, to be held on 25 June 2018 at 111 Knyaz Boris I Blvd, Primorski District, Varna, Business Center, 9th floor at 11:00 a.m. with the following agenda and the following draft resolutions:

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Draft Resolution: The General Meeting approves the Annual Report of the Board of Directors on the activity of the Company for 2017;

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Draft Resolution: The General Meeting approves the annual consolidated report of the Board of Directors on the activity of the Company for 2017;

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Draft Resolution: The General Meeting approves the audited annual financial report of the Company for 2017 and the auditor's report;

Item 4. Approval of the audited consolidated annual financial report of the Company for 2017 and the auditor's report

Draft Resolution: The General Meeting approves the audited consolidated annual financial report of the Company for 2017 and the auditor's report;

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Draft Resolution: The General Meeting discharges from liability the members of the Board of Directors of the Company with regard to their activity in 2017;

Item 6. Approval of report regarding the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2017;

Draft Resolution: The General Meeting approves report regarding the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2017;

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Draft Resolution: The General Meeting passes a resolution no cash dividend to be distributed to the shareholders from the net profit generated by the Company for 2017 amounting to BGN 4,732,937.79;

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Draft Resolution: The General Meeting passes a resolution for the election of a registered auditor of the Company for 2018 in accordance with the proposal presented by the Auditing Committee;

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Draft Resolution: The General Meeting passes a resolution to release as a member of the Audit Committee Diyana Krasimirova Petrova and to elect a new member of the Audit Committee of the Company – Milena Ivanova Gigova.

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Draft Resolution: The General Meeting approves the report of the Investor Relations Director of the Company for 2017.

In case of a lack of quorum, pursuant to the provision of Article 227 (3) of the Commerce Act, a new General Meeting of Shareholders shall be held on 12 July 2018 at 11:00 a.m. at the same place and with the same agenda, and it shall be legal irrespective of the capital represented at the meeting. No items under the procedure of Article 223a of the Commerce Act may be included in the agenda of the new meeting.

The registration of the shareholders will take place on the day of the General Meeting of Shareholders from 10:30 a.m. until 11:00 a.m.

To register and participate in the General Meeting of Shareholders, shareholders who are legal persons shall certify their identity by a Certificate of current legal status and an identification document of the legal representative of the company, and shareholders who are natural persons shall certify their identity by an identification document.

In accordance with the rules on voting by proxy, adopted by the Board of Directors of the Company, every shareholder shall have the right to authorize in writing a person to represent them to the General Meeting. The written power of attorney for representation of a shareholder in the General Meeting must be for a particular general meeting, must be an express power of attorney certified by a notary, and must have the content under Article 116 (1) of POSA. Reauthorization with the rights granted to the proxy in accordance with the received power of attorney shall be void. A power of attorney granted in breach of the provision of Article 116 (1) of POSA shall also be void.

To exercise their voting right at the General Meeting, shareholders who are natural persons shall prove their identity by an identification document, and if the natural person is acting via a proxy – by an identification document of the proxy and an express power of attorney certified by a notary for the particular GM, meeting the requirements of Article 116 (1) of POSA. Shareholders who are legal persons shall certify their identity by a Certificate of current legal status and an identification document of the legal representative of the company, and if the legal entity is not represented by the legal representative – by a Certificate of current legal status of the legal entity, an identification document of the proxy, and an express power of attorney certified by a notary for the particular GM meeting the requirements of Article 116 (1) of POSA. Should the shareholder be represented by proxy legal person, a Certificate of current legal status of the proxy company, an identification document of the representative of the proxy company, and an express power of attorney certified by a notary for the particular GM meeting the requirements of Article 116 (1) of POSA must be presented.

The Certificate of current legal status, as well as the power of attorney for representation at the General Meeting of Shareholders issued in a foreign language must be accompanied by a legalized translation into Bulgarian in accordance with the requirements of the existing legislation. In case of inconsistency between the texts, the data in the Bulgarian translation shall prevail.

The Board of Directors of Agria Group Holding AD shall present a sample of a written power of attorney on a hard copy and in an electronic form together with the materials for the General Meeting. The sample power of attorney shall also be available on the website of the Company: www.agriabg.com. Upon request, a sample written power of attorney may also be presented after the convocation of the Ordinary General Meeting of Shareholders.

Each shareholder who has issued a power of attorney for participation in a GM must inform the Company about the authorization by the end of the business day before the Meeting.

Agria Group Holding AD shall receive and accept as valid notifications and powers of attorney via the Internet at the following e-mail address: t.ivanova@agriabg.com. The electronic messages must be signed by means of a Universal Electronic Signature (UES) by the authorizer and an electronic document (electronic image) of the power of attorney must be attached and also signed by means of a Universal Electronic Signature (UES) by the authorizer.

Voting by correspondence or electronic means shall not be applicable to the Ordinary General Meeting of Shareholders in Agria Group Holding AD, convened for 25 June 2018.

The total number of shares and voting rights in the General Meeting as at the date of the resolution of the Board of Directors to call a General Meeting (09 May 2018) is 6,800,000.

According to the provisions of Article 115b (1) of the Public Offering of Securities Act (POSA), the voting right in the General Meeting may be exercised by persons who have acquired shares and have been entered in the register of the Central Depository as shareholders 14 days prior to the date of the General Meeting at the latest, or respectively on 11 June 2018. Only persons entered as shareholders of the Company on this date (11 June 2018) shall have the right to participate in the General Meeting and exercise their voting right at the General Meeting. In case of a lack of quorum on the first announced date, the voting right in the General Meeting may be exercised by persons who have acquired shares and have been entered in the register of the Central Depository as shareholders 14 days prior to the second announced date (12 July 2018), or respectively on 28 June 2018. Only persons entered as shareholders of the Company on this date shall have the right to participate in the General Meeting and exercise their voting right at the General Meeting.


The written materials for the meeting are available to shareholders at the business address of the Company every business day from 10:00 to 16:00. The invitation, together with the printed materials under the agenda of the General Meeting will be published on the website of the Company - www.agriabg.com for the period from the promulgation of the invitation in the Company Register to the closing of the GM.

All shareholders of the Company are invited to participate in person or via a representative in the General Meeting.


Persons holding jointly or severally at least 5 percent of the capital of Agria Group Holding AD, Varna, may request inclusion of issues into the agenda and propose resolutions regarding issues already on the agenda of the General Meeting under the procedure of Article 223a of the Commerce Act. These shareholders must present a list of items to be included in the agenda and draft resolutions for promulgation in the Company Register no later than 15 days prior to the opening of the General Meeting. Once promulgated in the Company Register, the issues shall be considered as included in the proposed agenda. On the next business day after the promulgation at the latest, the shareholders shall present the list of issues, draft resolutions, and written materials at the registered office and business address of the Company, as well as to the Financial Supervision Commission.

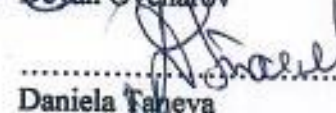
During the General Meeting, the Company's shareholders shall be entitled to pose questions on all items of the agenda, as well as questions regarding the economic and financial situation and the business activity of the Company, regardless of whether the latter are related to the agenda. The shareholders are entitled to make substantive propositions for resolutions under each item included in the agenda while complying with the law and under the restriction of Article 118 (3) of POSA. The deadline for exercising that right is until the end of discussing the respective Item, before voting to pass the resolution by the General Meeting.


Board of Directors


Emil Raykov


Stanimir Buzhev


Devan Oycharov


Daniela Taneva


Anna Belchinska



Rules of Agria Group Holding AD on voting by proxy at the Ordinary General Meeting of Shareholders to be held on 25 June 2018

The General Meeting includes all shareholders holding shares in the Company. They shall participate in the General Meeting in person or by proxy. The right to vote in the General Meeting shall be exercised by the persons entered into the registers of Central Depository AD as shareholders of the Company 14 (fourteen) days before the date of the General Meeting.

Every shareholder shall have the right to authorize in writing a person to represent them at the General Meeting. The written power of attorney for representation of a shareholder in the General Meeting must be for a particular general meeting, must be an express power of attorney certified by a notary, and must have the content under Article 116 (1) of POSA. Reauthorization with the rights granted to the proxy in accordance with the received power of attorney shall be void. A power of attorney granted in breach of the provision of Article 116 (1) of POSA shall also be void.

To exercise their voting right at the General Meeting, shareholders who are natural persons shall prove their identity by an identification document, and if the natural person is acting via a proxy – by an identification document of the proxy and an express power of attorney certified by a notary for the particular GM, meeting the requirements of Article 116 (1) of POSA. Shareholders who are legal persons shall certify their identity by a Certificate of current legal status and an identification document of the legal representative of the company, and if the legal entity is not represented by the legal representative – by a Certificate of current legal status of the legal entity, an identification document of the proxy, and an express power of attorney certified by a notary for the particular GM meeting the requirements of Article 116 (1) of POSA. Should the shareholder be represented by proxy legal person, a Certificate of current legal status of the proxy company, an identification document of the representative of the proxy company, and an express power of attorney certified by a notary for the particular GM meeting the requirements of Article 116 (1) of POSA must be presented.

The Certificate of current legal status, as well as the power of attorney for representation at the General Meeting of Shareholders issued in a foreign language must be accompanied by a legalized translation into Bulgarian in accordance with the requirements of the existing legislation. In case of inconsistency between the texts, the Bulgarian translation shall prevail.


The Board of Directors of Agria Group Holding AD shall present a sample of a written power of attorney on a hard copy and in an electronic form together with the materials for the General Meeting. The sample power of attorney shall also be available on the website of the Company: www.agriabg.com. Upon request, a sample written power of attorney may also be presented after the convocation of the Ordinary General Meeting of Shareholders.

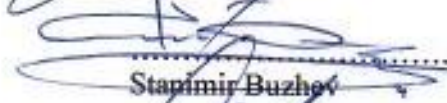
Each shareholder who has issued a power of attorney for participation in a GM must inform the Company about the authorization by the end of the business day before the Meeting.


Agria Group Holding AD shall receive and accept as valid notifications and powers of attorney via the Internet at the following e-mail address: tivanova@agriabg.com. The electronic messages must be signed by means of a Universal Electronic Signature (UES) by the authorizer and an electronic document (electronic image) of the power of attorney must be attached and also signed by means of a Universal Electronic Signature (UES) by the authorizer.

Voting by correspondence or electronic means shall not be applicable to the Ordinary General Meeting of Shareholders in Agria Group Holding AD, convened for 25 June 2018.

Board of Directors


Emil Raykov


Stanimir Buzhev


Deyan Oycharov


Daniela Taneva


Anna Belchinska



APPENDIX TO THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF AGRIA GROUP HOLDING AD, VARNA, OF 09 MAY 2018

TO
THE SHAREHOLDERS
OF AGRIA GROUP HOLDING, VARNA

PROPOSALS

OF THE BOARD OF DIRECTORS OF AGRIA GROUP HOLDING AD, VARNA, REGARDING THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON 25 JUNE 2018 IN VARNA

1. The Board of Directors of Agria Group Holding AD, following the preparation and adoption at its meeting of the annual report on the activity of the Company for 2017 and its presentation to the registered auditor appointed by the GMS for examination and certification of the annual financial report of the Company for 2017 as part of the annual financial report of the Company, proposes that the General Meeting of Shareholders pass the following resolution **under item 1** of the agenda:
"The General Meeting approves annual report of the Board of Directors on the activity of the Company for 2017."
2. The Board of Directors of Agria Group Holding AD, following the reparation and adoption at its meeting of the consolidated annual report on the activity of the Company for 2017 and its presentation to the registered auditor appointed by the GMS for examination and certification of the annual financial report of the Company for 2017 as part of the annual consolidated financial report of the Company, proposes that the General Meeting of Shareholders adopt the following resolution **under item 2** of the agenda:
"The General Meeting approves the annual consolidated report of the Board of Directors on the activity of the Company for 2017."
3. The Board of Directors of Agria Group Holding AD, after reviewing and approving the audited annual financial report of the Company for 2017, proposes to the General Meeting of Shareholders to pass the following resolution **under item 3** of the agenda:
"The General Meeting approves the audited annual financial report of the Company for 2017 and the auditor's report."
4. The Board of Directors of Agria Group Holding AD, after reviewing and approving the audited consolidated annual financial report of the Company for 2017, proposes to the General Meeting of Shareholders to pass the following resolution **under item 4** of the agenda:
"The General Meeting approves the audited consolidated annual financial report of the Company for 2017 and the auditor's report."
5. The Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to pass the following resolution **under item 5** of the agenda:
"The General Meeting discharges from liability the members of the Board of Directors of the Company with regard to their activity in 2017."
6. In view of the requirements of Ordinance 48 of FSC dated 20 March 2013 regarding remuneration requirements, the Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to pass the following resolution **under item 6** of the agenda:
"The General Meeting passes a resolution to approve the report regarding the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2017."

7. The Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to pass the following resolution under item 7 of the agenda:

The generated profit of the Company for 2017 after tax amounts to BGN 4,732,937.79. According to the provision of Article 246 of the Commerce Act and the provision of its Article of Association the Company has set up a Reserve Fund by setting aside at least 1/10 of the profit after tax and before dividend distribution until the money in the Fund reaches 1/10 (one tenth) of the capital, which 1/10 amounts to BGN 680,000. Therefore, amounts of the net profit generated by Agria Group Holding AD for 2017 should not be accounted for in the Reserve fund. The Board of Directors proposes that the profit generated by the Company for 2017 should not be distributed as dividends. The Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to adopt the following resolution under item 7 of the agenda:

“The General Meeting passes a resolution not to distribute dividend to the shareholders from the net profit generated by the Company for 2017, amounting to BGN 4,732,937.79”

8. Pursuant to the provisions of the Independent Financial Audit Act (IFAA), at its regular annual General Meeting of Shareholders of Agria Group Holding AD, held on 29 June 2009, the GMS elected an Audit Committee of the Company. In accordance with the provision of Article 108 (1), Item 8 of the IFAA, the Audit Committee must report on its activity to the employment body – the General Meeting of the company, operating in the public interest. In connection with this the Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to pass the following resolution under item 8 of the agenda:

“The General Meeting approves the report on the activity of the Audit Committee of the Company for 2017.”

9. The Audit Committee of Agria Group Holding AD, in conjunction with the provision of Art. 108(1) Item 6 from IFAA, is responsible for the selection procedure for registered auditor of Agria Group Holding AD as a company of public interest and his nomination. In this relation, the Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to adopt the following resolution under item 9 of the agenda:

“The General Meeting passes a resolution for the election of a registered auditor of the Company for 2018 in accordance with a proposal presented by the Audit Committee, namely Stoyan Lyubomirov Malkochev, member of the Institute of certified public accountants in Bulgaria, entered under No 0510 in the Register of registered auditors-natural persons in the Republic of Bulgaria.”

10. In accordance with Paragraph 8 from the Transitional and Final provisions of IFAA, the public-interest entities set up an Audit Committee in compliance with the Rules for setting up an Audit Committee regulated in Part Four of IFAA “An Audit Committee in Public-interest Entities”. Therefore, each public-interest entity is subject to set up an Audit Committee through the manner and conditions in Art 107 from IFAA. Members of the Audit Committee are elected by the General Meeting of Shareholders and proposed by the Board of Directors of the Company in a single-tier management structure. In view of the provisions of Art.107 from IFAA the Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders resolution to release as a member of the Audit Committee Diyana Krasimirova Petrova and to elect as a new member of the Audit Committee Milena Ivanova Gigova.

Milena Ivanova Gigova

Education: University of Economics, Varna

Major: Accounting and Controlling – Master degree, Marketing and Management – Bachelor degree

Qualification: Accountant

Experience: 20 years of experience as accountant

The person proposed for member of the Audit Committee of Agria Group Holding AD possesses the relevant education, professional qualification, knowledge of the field of operation of the Company and experience in the same field and meet the requirements of IFAA for occupying such position.

The Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to adopt the following resolution **under item 10** of the agenda:

"The General Meeting passes a resolution to release as a member of the Audit Committee Diyana Krasimirova Petrova and to elect a new member of the Audit Committee of the Company – Milena Ivanova Gigova."

11. The Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to pass the following resolution **under item 11** of the agenda:

"The General Meeting determines a mandate of 1 year for the Audit Committee of Agria Group Holding AD "

12. The Board of Directors of Agria Group Holding AD proposes to the General Meeting of Shareholders to adopt the following resolution **under item 13** of the agenda:

"The General Meeting approves the report of the Investor Relations Director of the Company for 2017."

Board of Directors:

Emil Raykov

Stanimir Buzhev

Deyan Ovtcharov

Daniela Taneva

Anna Belchinska



REPORT
of the BOARD OF DIRECTORS
of AGRIA GROUP HOLDING AD

ON THE APPLICATION OF THE REMUNERATION POLICY FOR THE COMPANY'S MEMBERS
OF THE BOARD OF DIRECTORS, DRAWN UP IN COMPLIANCE WITH THE REQUIREMENTS OF
ORDINANCE NO 48 OF THE FINANCIAL SUPERVISION COMMISSION AS OF 20 MARCH 2013
ON THE REQUIREMENTS FOR THE REMUNERATIONS, ADOPTED BY A RESOLUTION OF THE
GENERAL MEETING OF THE SHAREHOLDERS, HELD ON 16 JULY 2014 AND ALTERED BY
THE GENERAL MEETING OF SHAREHOLDERS, HELD ON 16 JULY 2015

This report was prepared by the Board of Directors of AGRIA GROUP HOLDING AD in accordance with the provision of Art. 12 (1) of ORDINANCE №48 of the Financial Supervision Commission from 20 March 2013 on the Requirements for the Remunerations and constitutes a separate document to the company's annual financial statements as at 31.12.2017. The report contains a review of the manner in which the Remuneration Policy was being implemented during the year and information on the application of the Remuneration Policy for the next financial year is also attached herewith.

1. Information about the decision-making process in elaborating the Remuneration policy, including, if applicable, information about the term and members of the Remuneration Committee, the name of the external consultants, whose services have been used in elaborating the Remuneration policy

The Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD, as well as any amendments and supplements thereto, shall be elaborated by the Board of Directors and approved by the General Meeting of Shareholders.

The current Policy was developed by the Company's Board of Directors pursuant to the procedure for adoption of decisions by the corporate board set out in the Company's Articles of Association. Pursuant to the regulatory requirements, the Policy was adopted by the Annual General Meeting of Shareholders of AGRIA GROUP HOLDING AD, held on 16.07.2014 and was altered by the Annual General Meeting of Shareholders, held on 16 July 2015. When developing the Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD all legal requirements and recommendations of the National Corporate Governance Code were taken into consideration.

Under the current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD, the company has not set up a remuneration committee. When developing the Remuneration policy, the Board of Directors of AGRIA GROUP HOLDING AD has not used external consultants.

The Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD aims to establish objective criteria when setting the corporate board's remuneration of the company with a view to attract and retain qualified and loyal members of the board and motivate them to work for the benefit of the company and the shareholders and avoid potential and actual conflicts of interest.

During the reporting financial year AGRIA GROUP HOLDING AD has applied the Remuneration policy for the members of the Board of Directors in compliance with the regulatory requirements for public companies, the objectives, long-term interests and strategy for the future development of the company, as well as its financial and economic standing in the context of the national and European economic environment, while taking into account the recommendations of the National Corporate Governance Code.

AGRIA GROUP HOLDING AD has announced the Remuneration policy for the members of the Board of Directors via its publication on the corporate website of the company.

2. Information about the relative weight of the variable and fixed components of the remuneration of the members of management and controlling bodies

Pursuant to the current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD, during the reporting financial year the Company has paid to the members of the Board of Directors permanent remuneration, the amount of which is approved by the General Meeting of Shareholders of the Company and accounted:

1.1. The obligations and contribution of each member of the Board of Directors in the operations and results of the company;

1.2. The possibility to select and retain qualified and loyal members of the Board of Directors;

1.3. The conformity of the interests of the Board members and the long-term interests of the company.

In view of the financial and economic condition of the Company and the specific engagement of the members of the Board of Directors of AGRIA GROUP HOLDING AD, during the reporting year 2017 the members of the Board of Directors received permanent remunerations as their particular amount was approved by the General Meeting of Shareholders of the Company. The amount of the monthly remuneration of the members of the Board is determined as follows: permanent net monthly remuneration to each member of the Board of Directors who is executive member/executive director to the amount of BGN 6000 and equal permanent net monthly remunerations to the other members of the Board of Directors to the amount of BGN 3000.

The General Meeting of Shareholders, held on 16.07.2015 set the following remunerations for the members of the Board of Directors of AGRIA GROUP HOLDING AD:

position	remuneration
Member of BoD and Executive Director	6 000 lv.
Member of BoD	3 000 lv.
Member of BoD	3 000 lv.
Member of BoD	3 000 lv.
Member of BoD	3 000 lv.

3. Information about the criteria for achieved targets, based on which stock options, stocks of the Company or other types of variable payment are provided and an explanation how the criteria under Art. 14, Para 2 and 3 from Ordinance No48 contribute to the long-term interests of the Company

The current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD provides an option for granting stock options, company shares or other types of variable remuneration to the members of the corporate Board and therefore performance criteria have been set on the basis of which variable remuneration may be granted by taking into account the financial and economic standing of the Company and the specific engagement of the members of the Board of Directors and the results achieved.

The performance criteria are subject to encourage the stability of the Company in the long term and to also include non-financial indicators, which are essential for the long-term activity of the Company, like for example keeping the applicable rules and procedures.

The provisions of the Policy provide the following principal options that have not been implemented during the reporting year:

- After a reassessment of the financial and economic standing of the company and the establishment of objective and measurable performance criteria, fixed in amendments and supplements to this Remuneration Policy, AGRIA GROUP HOLDING AD could provide as additional remuneration of the members of the Board of Directors shares, stock options and other appropriate financial instruments.
- The performance criteria shall foster the stability of the company in the long term and shall include non-financial indicators that are important for the long-term business of the company, such as compliance with applicable rules and procedures.

4. Clarifications regarding the applied methods for assessment whether the criteria for reaching of results have been completed

The current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD provides an option for granting stock options, company shares or other types of variable remuneration to the members of the corporate Board in accordance with set performance criteria which have not been realized during reporting financial year.

5. Clarification regarding the correlation between the remuneration and the achieved results

During the former business year 2017 AGRIA GROUP HOLDING AD did not pay additional remuneration to the members of the Board of Directors.

The current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD provides a possibility for a correlation between additional remuneration, received by the members of the corporate board and the achieved results.

The General Meeting of Shareholders, held on 16 July 2015 set the following remunerations for the members of the Board of Directors of AGRIA GROUP HOLDING AD:

position	remuneration
Member of BoD and Executive Director	6 000 lv.
Member of BoD	3 000 lv.
Member of BoD	3 000 lv.
Member of BoD	3 000 lv.
Member of BoD	3 000 lv.

6. Base remunerations and justification of the annual scheme for bonus payments and/or all other non-monetary additional remunerations

The General Meeting of Shareholders convened on 16 July 2014, the General Meeting of Shareholders convened on 16 July 2015, the General Meeting of Shareholders convened on 22 June 2016, the General Meeting of Shareholders convened on 27 June 2017 did not determine additional remuneration to the members of the Board of Directors of AGRIA GROUP HOLDING AD through payment of bonuses and/or other nonmonetary additional remunerations to the members of the company's corporate board.

7. Description of the main characteristics of the scheme for additional voluntary retirement insurance and information about the paid and/or due contributions by the Company in favor of the Director for the respective financial year, when applicable

In terms of members of the Board of Directors of AGRIA GROUP HOLDING AD there is no commitment on the part of the company in respect of additional voluntary pension insurance for board members and the company does not have liabilities for payment of contributions in favour of the directors for the reporting fiscal year.

8. Information regarding the deferment period for payment of variable remunerations

The current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD does not provide any option for deferred payment of variable remunerations.

9. Information about the compensation policy upon contract termination

In compliance with the requirement under Art. 16, para. 2 of Ordinance No 48, in the current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD provides the following conditions and compensations in case of contract termination only with the executive director of the company:

1. In case of termination of the contract with a member of the Board of Directors of Agria Group Holding AD due to expiration and non-renewal of the term the member was elected for, the Company does not owe compensation.

2. In case of termination of the contract with a member of the Board of Directors of Agria Group Holding AD before expiration of the term the member was elected for, which is not due to the member, the Company does not owe compensation.

3. In case of failure to comply with the notice period when terminating the contract with a member of the Board of Directors of Agria Group Holding AD before its normal expiration date, the Company does

not owe compensation.

4. In case of termination of the contract with a member of the Board of Directors of Agria Group Holding AD before its normal expiration date due to failure to comply with the clause forbidding the performance of a competitive activity, the Company does not owe compensation.

During the reporting year a contract with executive member of the Board of Directors has not been terminated.

10. Information about the period, during which the stocks cannot be transferred and the options on stocks cannot be exercised, concerning variable remuneration, based on stocks

The current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD does not provide such an option.

11. Information about the policy for retaining a definite number of shares until the end of the term of the members of the management and controlling bodies after expiration of the period under item 10

The current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD does not provide such an option.

12. Information about the contracts of the members of the management and controlling bodies, including the term of each contract, the notification period for termination and details regarding the compensations and/or other due payments in the event of early termination

The Contracts with all members of the Board of Directors are entered for a period of five years as of July 2014. Information on compensations and/or other payments due in case of early termination are presented in Item 9 of the current Report

13. Full amount of the remuneration and other incentives of the members of the management and controlling bodies for the respective financial year

For 2017 the following remunerations have been calculated for the members of the company's Board of Directors:

position	remuneration
Member of BoD and Executive Director	72 000 lv.
Member of BoD	36 000 lv.
Member of BoD	36 000 lv.
Member of BoD	36 000 lv.
Member of BoD	36 000 lv.

For 2017 the members of the Board of Directors have not received other material incentives.

14. Information about the remuneration of each person, who has been a member of a management or controlling body of a public company for a certain period in the respective financial year:

a) full amount of the paid and/or accrued remuneration of the person for the respective financial year

For 2017 the following remunerations have been calculated for the members of the company's Board of Directors:

position	remuneration
Member of BoD and Executive Director	72 000 lv.
Member of BoD	36 000 lv.
Member of BoD	36 000 lv.
Member of BoD	36 000 lv.
Member of BoD	36 000 lv.

In 2017 members of the Company's Board of Directors have not received nonmonetary benefits. The company does not have deferred or contingent liabilities arising during the year, even if the remuneration is due at a later stage.

As of 31.12.2017 AGRIA GROUP HOLDING Plc and the subsidiaries from the group do not owe amounts for payment of pensions or retirement benefits.

b) remuneration and other material and non-material incentives received by the person from companies belonging to the same group

c) remuneration received by the person in the form of distribution of profit and/or bonuses and the reasons for their payment

In 2017 no member of the Board of Directors of AGRIA GROUP HOLDING AD has received remuneration from the Company in the form of profit and/or other bonuses distribution from AGRIA GROUP HOLDING AD.

d) any additional payments for services provided by the person beyond his usual functions when such payments are permitted under contract concluded with him

The contracts with the members of the Board of Directors of AGRIA GROUP HOLDING AD do not provide for payment for services beyond their usual functions.

e) paid and/or accrued compensation on the occasion of termination of duties during the past financial year

In 2017 compensations have not been paid and/or accrued on the occasion of termination of the functions of the Board of Directors of AGRIA GROUP HOLDING AD.

f) overall assessment of all non-cash benefits, treated as remuneration, except for those pointed out under letters "a" - "e"

In 2017 no member of the Board of Directors of AGRIA GROUP HOLDING AD has received noncash benefits treated as remuneration than those specified under letters "a" - "e".

g) information on all loans granted, payments of welfare costs and guarantees on the part of the company or its subsidiaries or other companies subject to consolidation in the annual financial statements, including data on the remaining outstanding part and the interest

In 2017, in respect of none of the members of the Board of Directors of AGRIA GROUP HOLDING AD have been granted loans, paid welfare costs and guarantees on the part of the company or its subsidiaries or other companies subject to consolidation in its annual financial statements.

15. Information about stocks and/or stock options and/or other incentive schemes based on stocks:

a) Number of stock options offered or shares granted by the company during the respective financial year and the conditions under which have been offered and respectively granted;

b) Number of stock options exercised during the respective financial year and for each of them, number of shares and exercise price of the option or value of the interest under the stimulating scheme based on shares by the end of the financial year;

c) number of unexercised stock options at the end of the financial year, including data on their price and date of exercise and the essential conditions for the exercise of rights;


d) any changes in the terms and conditions of existing stock options adopted during the financial year.

The current Remuneration policy for the members of the Board of Directors of AGRIA GROUP HOLDING AD provides an option for granting stock options, company shares or other types of incentive schemes based on stock for members of the corporate board, however, such have not been paid or provided.

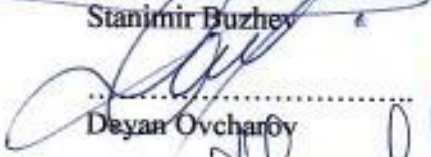
Information on the application of the Remuneration Policy of the members of the Board of Directors of AGRIA GROUP HOLDING AD for the next financial year

By the date of this report the Board of Directors of AGRIA GROUP HOLDING AD has not recognized need to amend the Remuneration Policy for the members of the corporate board, adopted and approved by the General Meeting of Shareholders.


Board of Directors:


Emil Raykov


Stanimir Buzhev


Deyan Ovcharov


Daniela Taneva


Anna Belchinska



POWER OF ATTORNEY
to represent a shareholder in the General Meeting of Shareholders of
Agria Group Holding AD, Varna

I, the undersigned with Personal Number.....
Holding ID card No....., issued on..... by the Ministry of
Interior....., with address....., in my
capacity of shareholder, holding (.....) registered, dematerialized
voting shares with a nominal value of BGN 1 (one) lev each from the capital of Agria Group Holding
AD, pursuant to Article 226 of the Commerce Act and Article 116 of the Public Offering of Securities
Act.

(Should the authorizing shareholder be a natural person)

OR

I, the undersigned with Personal Number.....
Holding ID card No....., issued on..... by the Ministry of
Interior....., with address....., in my
capacity as (representative, manager, executive director) of
(name of the company), entered in the Company Registry of the Registry Agency with Unique
Identification Number (UIN)....., with registered office and business
address....., in my capacity as shareholder, holding
..... (.....) registered, dematerialized voting shares with a nominal value
of 1 (one) lev each from the capital of Agria Group Holding AD, pursuant to Article 226 of the
Commerce Act and Article 116 of the Public Offering of Securities Act,

(Should the authorizing shareholder be a legal person)

HEREBY AUTHORIZE

..... with Personal Number....., holding
ID card No....., issued on..... by the Ministry of
Interior....., with address.....

(Should the proxy be a natural person)

OR

..... with registered office and business address
....., entered in the Company Register of the Registry Agency
with Unique Identification Number (UIN)....., represented by..... with
Personal Number....., holding ID card No....., issued
on..... by the Ministry of Interior....., with
address.....

(Should the proxy be a legal person)

with the following rights:

To represent me/the company I manage at the Ordinary General Meeting of Shareholders of Agria
Group Holding AD to be held on 25 June 2018 at 11:00 a.m., at 111 Knyaz Boris I Blvd, Primorski
District, Varna, Business Center, 9th floor, and in the event of lack of quorum – on 12 July 2018 at
11:00 a.m., at the same address and with the same agenda, and to **vote** with shares from the
Company's capital on issues on the agenda in accordance with the instructions given below, namely

Item 1. Approval of the annual report of the Board of Directors on the activity of the Company for 2017
Draft Resolution: The General Meeting approves the Annual Report of the Board of Directors on the activity of the Company for 2017;

Way of voting: yes, no, at own discretion, abstained

Item 2. Approval of the annual consolidated report of the Board of Directors on the activity of the Company for 2017

Draft Resolution: The General Meeting approves the annual consolidated report of the Board of Directors on the activity of the Company for 2017;

Way of voting: yes, no, at own discretion, abstained

Item 3. Approval of the audited annual financial report of the Company for 2017 and the auditor's report

Draft Resolution: The General Meeting approves the audited annual financial report of the Company for 2017 and the auditor's report;

Way of voting: yes, no, at own discretion, abstained

Item 4. Approval of the audited consolidated annual financial report of the Company for 2017 and the auditor's report

Draft Resolution: The General Meeting approves the audited consolidated annual financial report of the Company for 2017 and the auditor's report;

Way of voting: yes, no, at own discretion, abstained

Item 5. Passing a resolution to discharge from liability the members of the Board of Directors of the Company with regard to their activity in 2017.

Draft Resolution: The General Meeting discharges from liability the members of the Board of Directors of the Company with regard to their activity in 2017;

Way of voting: yes, no, at own discretion, abstained

Item 6. Approval of report regarding the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2017;

Draft Resolution: The General Meeting approves report regarding the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2017;

Way of voting: yes, no, at own discretion, abstained

Item 7. Passing a resolution regarding the distribution of the profit generated by the Company for 2017

Draft Resolution: The General Meeting passes a resolution no cash dividend to be distributed to the shareholders from the net profit generated by the Company for 2017 amounting to BGN 4,732,937.79;

Way of voting: yes, no, at own discretion, abstained

Item 8. Approval of the report on the activity of the Auditing Committee of the Company for 2017

Draft Resolution: The General Meeting approves the report on the activity of the Auditing Committee of the Company for 2017;

Way of voting: yes, no, at own discretion, abstained

Item 9. Election of a registered auditor of the Company for 2018

Draft Resolution: The General Meeting passes a resolution for the election of a registered auditor of the Company for 2018 in accordance with the proposal presented by the Auditing Committee;

Way of voting: yes, no, at own discretion, abstained

Item 10. Terminating the mandate of a member of the Audit Committee of the Company and electing a new member of the Audit Committee of the Company to replace the released member.

Draft Resolution: The General Meeting passes a resolution to release as a member of the Audit Committee Diyana Krasimirova Petrova and to elect a new member of the Audit Committee of the Company – Milena Ivanova Gigova.

Way of voting: yes, no, at own discretion, abstained

Item 11. Determining the mandate of the Audit Committee of Agria Group Holding AD

Draft Resolution: The General Meeting determines a mandate of 1 year for the Audit Committee of Agria Group Holding AD

Way of voting: yes, no, at own discretion, abstained

Item 12. Approval of the report of the Investor Relations Director of the Company for 2017

Draft Resolution: The General Meeting approves the report of the Investor Relations Director of the Company for 2017.

Way of voting: yes, no, at own discretion, abstained

The proxy shall have the right to vote by the above-mentioned ways of voting. In the cases when the instructions for voting “no”, “at own discretion” and “abstained”, the proxy has/has no right to make additional proposition under the items of the agenda at its discretion. The authorization shall include/shall not include issues in the agenda under the provisions of Article 231 (1) of the Commerce Act that have not been announced and promulgated in compliance with Article 223, and Article 223a of the Commerce Act. In the cases under Article 223a of the Commerce Act, the proxy shall/shall not be entitled to own discretion on whether to vote and in what way, as well as to make/not to make proposals for resolutions on the additionally included issues on the agenda.

According to Article 116 (4) of POSA, reauthorization for the rights listed above shall be void.

AUTHORIZER/S/:

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Notes:

1. A member of the Board of Directors may represent a shareholder in the General Meeting of Shareholders only in the cases when the shareholder has expressly indicated the way to vote on each of the items on the agenda in the power of attorney.
2. For each of the items on the agenda, only one of the listed ways to vote shall be selected (yes, no, at own discretion, abstained).
3. The authorizing shareholder shall expressly indicate one of the alternatives provided in the final paragraph of the power of attorney.

REPORT ON THE ACTIVITY OF THE INVESTOR RELATIONS DIRECTOR OF AGRIA GROUP HOLDING AD, VARNA, FOR 2017

The present report on the activity of the Investor Relations Director of Agria Group Holding AD, Varna, - Teodora Ivanova Ivanova, has been prepared in compliance with the provisions of the Public Offering of Securities Act (POSA) and the Code of Ethics of Investor Relations Directors and is brought to the notice of the shareholders of the Company at the annual Ordinary General Meeting of Shareholders.

This report describes the aspects of my activity, in my capacity of Investor Relations Director, contains information on the results achieved, and on the disclosure of information to investors, the regulatory bodies, the regulated securities market, as well as to financial analysts, media and the investment community in 2017.

In my capacity of Investor Relations Director, I have lead conscious and consistent policy for disclosing information and transparency and I have strived to improve the quality of the released information. In my work, I have adhered to creating premises for adequate transparency in the relationship with investors, financial media and analysts and capital market. I have fulfilled my obligations to not disseminate misleading information for the Company, to disclose the required by investors, financial media and analysts, regulatory bodies and regulated securities markets information regarding known to me risks related to investment in securities of the Company and I have not allowed actions under pressure in my professional career.

As Investor Relations Director of Agria Group Holding AD, I have performed my duties and responsibilities to the shareholders, the regulatory bodies and the Company, and I have worked to satisfy their statutory rights and interests, in keeping with principles of conduct based on transparency and loyalty to the company, the investors, financial media and analysts and the whole investment community. In the performance of my duties I have followed and taken into consideration the situation, level and assessment of the company and have striven to provide timely and accurate information to investors, I have not abused my authority, I have not disseminated inaccurate or misleading information regarding the Company, and I have not disclosed information that has not been made public yet, and I have not used such information for personal gain.

From the date of acquiring the status of a public company by Agria Group Holding AD to the present day, in my capacity as Investor Relations Director, I have carried out the communication between the shareholders of the Company, the management team, the current and potential future investors in strict keeping with the current statutory framework, the Articles of Association of the Company and its other internal acts, and the principles of equal treatment of shareholders and protection of their rights and interests, of transparency and loyalty to the company for which I work and to the investors. During the period indicated above I have performed the necessary actions to ensure that the regular and incidental information regarding the Company and its activities reaches in a timely manner the existing and future investors, the regulated capital market, the regulatory authority as well as the financial media and analysts, by disclosing it within the legally defined deadlines and following the legal procedures as well as financial media and analysts. The scope of the activity I have conducted in 2017 with reference to disclosing information to the public includes: a) preparation of documents attached to the annual individual and consolidated financial statements, namely: Annual report on the operation of the company for the respective financial period; information under Annex 11 of Ordinance No 2 referring to prospects of public offering of securities and information disclosure and b) preparation of documents attached to the quarterly statements (individual and consolidated), namely: Interim report on the operation of the company on a quarterly basis; additional information under Article 33, paragraph 1, item 6 of Ordinance No 2 referring to prospects of public offering of securities and information disclosure; disclosure of inside information referring to circumstances during the respective quarter under Annex No 9 of Ordinance No 2 for prospects of public offering of securities and disclosure of

information and in accordance with Art. 7 from Regulation 596/2014 of the European Parliament and the Council from 16 April 2014. The scope of my activity for 2017 with regards to disclosure of incident information includes: a) support in the preparation of notifications which are presented by the Company to the regulation body, regulated capital market where the shares are traded and to the public; b) disclosure of changes in the shareholding through the necessary notification in the required form; c) preparation of notifications under the Law on Measures against Market Abuse with Financial Instruments.

As an Investor Relations Director, I have prepared and maintained updated documents and data about the Company such as protocols from meetings of the Board of Directors; I have kept a register for the convened meetings of the Board of Directors in accordance with the requirements of POSA; I have prepared the documentation in relation to the holding of the General Meeting of Shareholders and its disclosure before the regulatory bodies, the regulated market of securities, and the public; I have organized the holding of the General Meetings and the disclosure of the resolutions passed; I have prepared the documentation in relation to the holding of the GM of Shareholders of the subsidiary companies of Agria Group Holding AD; I have participated in the holding of the GM of Shareholders of the subsidiary companies of Agria Group Holding AD, I have prepared internal acts of the Company, reports, information and notices to the institutions, the shareholders, and the public. I have participated in the preparation of legal analysis and documentation of a transaction regarding the transfer of a shares of Agria Group Holding AD to the capital of a subsidiary company from the holding group, as well as in transactions regarding the acquisition of assets and rights of legal persons with commercial activity in the field of agribusiness from subsidiary companies of the group of Agria Group Holding AD, as well as in the disclosure of these transactions under the procedure set forth in the current legislative framework. I have participated in the development and updating of the website of the Company, by preparing content for three sections. I have presented to the management motivated statements regarding the new requirements of the legal framework and questions asked in relation to investor relations. Within the legally defined deadlines, I have presented and disclosed annual reports (individual and consolidated) and interim consolidated and individual financial reports, together with all the necessary required appendices, some of which I have prepared myself. As a Company whose shares are traded on the regulated market of securities and in view of the Regulations of Bulgarian Stock Exchange Sofia AD, Agria Group Holding committed itself to comply with the National Corporate Governance Code approved by the Board of Directors of Bulgarian Stock Exchange Sofia AD, agreeing to comply with and apply in its activity the principles and corporate practices laid down in the Code.

During the specified period I have increased my professional qualifications through participation in seminars and other events organized by and with the assistance of the Association of Investor Relations Directors, in my capacity of member of the Association and member of its auxiliary bodies.

For the period from the date of acquiring the status of a public company by Agria Group Holding AD to the present moment results have been achieved in the following areas: a well-working mechanism has been set up for the necessary information to reach the public and the institutions on time by building a system for disclosure of information; the shareholders are better informed on the main events related to the operations of the Company and the changes in the legal framework; a website of the Company has been created containing detailed information about the Company, news, and upcoming events; a system for archiving all the current documents, data, and registers is maintained in order to provide fast, accurate and reliable information about the Company.

In my professional activity I have adhered to the legal and ethical norms and standards of professional conduct, I have not abused my powers, and I have performed my obligations based on transparency and loyalty to the company and the investor community.

Investor Relations Director:

Teodora Ivanova

A handwritten signature in blue ink, appearing to be 'Teodora Ivanova', written over a dotted line. The signature is stylized with a large loop and a long horizontal stroke.

REPORT
ON THE ACTIVITY OF THE AUDIT COMMITTEE
OF AGRIA GROUP HOLDING AD
for 2017

Pursuant to the Independence Financial Audit Act every public-interest entity should set up an Audit Committee to support the financial reporting and inside control processes. As a public-interest company, in accordance with the legal provisions, an Audit Committee of the Company is set up on the General Meeting of Shareholders of Agria Group Holding AD held on 29 June 2009.

In accordance with the provision of Art.108 (1), Item 8 from IFAA the Audit Committee must report on its activity to the employment body – the General Meeting of the Company, operating in the public interest. The Audit Committee of Agria Group Holding AD prepares and presents to the shareholders report for its activity for 2017.

The activity of the Audit Committee during 2017 has been directed toward efficiency increase in the processes for financial reporting, inside control systems and risk management in the Company on a consolidated and non-consolidated base.

The Audit Committee applies the International Standards for professional practice of internal audit and the Ethical Code as a frame for professional practice of internal audit to guarantee the quality of the work in the Company.

The Audit Committee states that the registered auditor meets the criteria for independence of the audited company. The independent auditor maintains website <http://pocompany.com>, on which the Report for transparency for 2017 is published in accordance with the requirements of the IFAA. The members of the Audit Committee have had a number of consultative meetings with the accountancy department of the Company, the managers of the internal control and risk management department. A permanent goal of the Audit Committee is to guarantee to the shareholders the efficiency of the internal control systems. The main activity of the Audit Committee during 2017 includes:

- Review and discussion with the management of the quarterly and annual audited financial consolidated and non-consolidated statements, including the announcements.
- Monitoring the financial reporting processes, the internal audit and risk management systems.
- Discussion with the Management of the Company and the independent auditor the financial information in view of preparation of the financial statement of the Company, including all significant changes in the accounting principles, important matters regarding the adequacy of the internal control of the Company and all special control measures.
- Discussion with the Management of the Company for the financial risks, including risk assessment and Risk management policies.
- Approval of an independent financial audit, including review of the independency of the registered auditor in accordance with the Ethical Code. Assessment of qualification, work and independency of the audit company, including whether the auditor keeps the standards for quality control of the work performed.
- Organization, discussion and improvement of the communication between the different units of the Company and the structure of the internal audit.

The Audit Committee has been in conference about the preparation of the consolidated and non-consolidated quarterly and annual financial statements and has also been controlling the processes for financial reporting in the Company, internal audit and risk management systems.

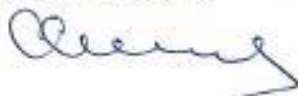
Conclusions for the work performed by the Audit Committee during 2017

In view of the inspections conducted and statements made, it can be concluded that the internal control and risk management systems in the Company operate successfully and meet the regulations. The Audit Committee states that the registered auditor has not provided other services outside the Audit Agreement and has conducted an integral and qualified inspection of the activity of the Company. In pursuance with the legislation requirements the Audit Committee has prepared and will present a proposal to the General Meeting for electing a registered auditor for 2018.

The Report is approved on a meeting of the Audit Committee, convened at 03.04.2018.

Chairman of the Audit Committee of Agra Group Holding AD:

Svetla Gancheva



TO

THE GENERAL MEETING
OF SHAREHOLDERS
OF AGRIA GROUP HOLDING AD

PROPOSAL
FROM
THE AUDIT COMMITTEE

The election of registered auditor to perform the independent financial audit of a public-interest entity, is conducted on the base of a recommendation from the Audit Committee. In this relation in compliance with the provisions of Art.108 (1), Item 6 from IFAA, the Audit Committee of Agria Group Holding AD proposes:

The independent financial audit of the annual financial statements of the subsidiaries, the consolidated and non-consolidated annual financial statement of Agria Group Holding AD for 2018 to be performed by Stoyan Lyubomirov Malkochev, member of the Institute of certified public accountants in Bulgaria, entered under No 0510 in the Register of registered auditors-natural persons in the Republic of Bulgaria.

Chairman:



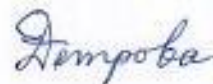
Svetla Gancheva

Member:



Bogdan Mitev

Member:



Diyana Petrova

DECLARATION

Under Art.107 (5) in relation to Art.107 (4) from Independent Financial Audit Act

The undersigned Milena Ivanova Gigova, PIN 7704238799, in her capacity of a person proposed to be elected as a member of the Audit Committee of Agria Group Holding AD entered into the Commercial Register to the Registry Agency with UIC 148135254

HEREBY DECLARE,

1. That I am not a member of the management body, member of the supervisory body or employee of the public-interest entity Agria Group Holding AD.
2. That I am not in lasting trade relations with the public-interest entity Agria Group Holding AD
3. That I am not a member of the management or supervisory body, procurator or employee under Item 2
4. That I am not a related party to another member of the management or supervisory body of the public-interest entity Agria Group Holding AD.

09 May 2018

Declarator.....



Milena Gigova



ИКОНОМИЧЕСКИ УНИВЕРСИТЕТ

ВАРНА

ФИНАНСОВО-СЧЕТОВОДЕН ФАКУЛТЕТ

ДИПЛОМА

ЗА ВИСШЕ ОБРАЗОВАНИЕ

на МИЛЕНА ИВАНОВА ТИТОВА

образователно-специализирана степен

МАГИСТЪР

по специалност

СЧЕТОВОДСТВО И КОНТРОЛ

професионална квалификация
МАГИСТЪР ПО ИКОНОМИКА

ДЕКАН
РЕКТОР:
Септември 14

ИКОНОМИЧЕСКИ УНИВЕРСИТЕТ
Варна
ОКЛАДЪТ "ПЪРВАЧЕН"

ДИПЛОМА

на **МАРИЯНА ИВАНОВА НЕХРИЗОВА**
ЗА ВЪРШЕ ОБРАЗОВАНИЕ
НА ОБРАЗОВАТЕЛНО-КВАЛИФИКАЦИОННА СТЕПЕН

БАКАЛАВЪР

по специалности
МАРКЕТИНГ И МЕНЕДЖМЕНТ

подписано на Квалификационен
ИКОНОМИСТ

РЕКАН:

(подпис)

РЕКТОР

(подпис и печат с регистрационен номер)



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