

AGRIA GROUP HOLDING AD – AUDIT COMMITTEE

REPORT ON THE ACTIVITY OF THE AUDIT COMMITTEE

for the period July 2022 to May 2023

**To
General Meeting of Shareholders
"AGRIA GROUP HOLDING" AD**

DEAR SHAREHOLDERS,

Pursuant to Article 7(7) of the Statute of the Audit Committee of AGRIA GROUP HOLDING AD (the Company), we present to your attention a report on the activities of the Audit Committee for the period from July 2022 to May 2023.

Introduction

According to the Independent Financial Audit Act, the Audit Committee is an independent body whose responsibility is to promote the application of corporate governance principles by reviewing and monitoring the financial reporting process, internal audit and risk management. The Committee assists the Board of Directors with regards to the integrity of the financial statements, the adequacy of the internal control and risk management systems and the performance of the internal audit function.

The Audit Committee of AGRIA GROUP HOLDING AD (the "Committee") was elected by the General Meeting of Shareholders, in their capacity as owners of the capital, by resolution dated 28 June 2022 for a one-year term.

The members of the Audit Committee have provided in due time declarations of independence and absence of conflict of interest to the attention of the General Meeting of Shareholders, in accordance with the requirements of Article 107(4) of the NFOA.

The Audit Committee has no dispositive functions and its aims and objectives preclude it from accepting responsibility for performance or execution in any area of its competence. The Audit Committee's continuing objective is to assure the shareholders of the effectiveness of the internal control and risk management systems, and to monitor the independence of the registered auditor in accordance with the requirements of the FRA.

For the period of the Audit Committee's term of appointment from July 2022 to May 2023, a total of 10 meetings were held at which the following matters were considered and relevant resolutions were passed. At the First Meeting of the Audit Committee held, a resolution was passed to elect the Chairman and the composition of the Committee as follows:

1. Simeon Milev - Chairman
2. Svetla Gancheva - Member of the Audit Committee
3. Milena Gigova- Member of the Audit Committee

The working meetings of the Audit Committee discussed key audit issues with the External Auditor of AGRIA GROUP HOLDING AD, responsible for the financial audit of the company. The strategy for the external audit of the Company's financial statements was discussed with the Auditor in

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Charge. The subject of key audit matters was raised, the most important of which was the valuation of land using the fair value method.

A review of the quarterly reports on an individual and consolidated basis that the company submits to the FSC as a public company of public interest was also conducted. The Audit Committee took note of the Company's draft individual financial statements for 2022.

At the meeting of the Audit Committee, the annual individual and annual consolidated financial statements of the Company as at 31.12.2022 were reviewed. The auditor's report and additional reports of the auditors to the Audit Committee in relation to the financial statements prepared as at 31.12.2022 were also reviewed.

The auditor also submitted a declaration of independence. The Audit Committee found that the Registered Auditor has not provided any services other than the audit engagement and has conducted a thorough and qualified review of the Company's operations. The registered auditor has complied with all the requirements of the Code of Ethics.

Conclusion

The Audit Committee considers that the financial statements have been prepared in accordance with applicable accounting standards and good practice. During the period, the Audit Committee has not found any deficiencies in the internal control and risk management systems. No deficiencies in the financial reporting process have been identified that could affect the fair presentation of the financial position of AGRIA GROUP HOLDING plc.

In compliance with legal requirements, the Audit Committee is preparing and will submit a proposal to the General Meeting for the appointment of the registered auditor for 2023.

The report was adopted at a meeting of the Audit Committee held on 16 May 2023.

Chairman of the Audit Committee of AGRIA GROUP HOLDING AD

SIMEON

PARVANOV MILEV

Simeon Milev

Digitally signed by SIMEON PARVANOV MILEV
Date: 2023.05.17 13:30:42 +0300

Members of the Audit Committee:

1. Svetla Gancheva

2. Milena Gigova

