

Amatheon Agri Holding N.V. / Amatheon Financing B.V.:

Amatheon Agri Holding N.V. and Amatheon Financing B.V. resolved to propose a debt-to-equity swap of the outstanding Amatheon Financing notes for newly issued shares of Amatheon Agri Holding

Key word(s): debt-to-equity swap

24 May 2019

Disclosure of inside information according to Article 17 MAR of the Regulation (EU) No 596/2014

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Berlin, 24 May 2019.

The management and supervisory boards of Amatheon Agri Holding N.V. ("**Amatheon Agri Holding**") and the managing board of Amatheon Financing B.V. ("**Amatheon Financing**") resolved today to propose a debt-to-equity swap of the outstanding notes issued by Amatheon Financing for newly issued shares of Amatheon Agri Holding.

Amatheon Financing has issued up to EUR 125,000,000.00 Notes, due on 31 July 2019, ISIN: DE000A1ZML05, divided in up to 1,250 notes with a nominal value of EUR 100,000.00 each (the "**Notes**"). Currently, Notes with an aggregate nominal amount of EUR 93,200,000 are outstanding. Amatheon Agri Holding has undertaken a guarantee for the payment of all obligations under the Notes.

For the purpose of the debt-to-equity swap, Amatheon Financing intends to convene a noteholders meeting in order to resolve on a transfer of all outstanding Notes to a settlement agent which would contribute the Notes to Amatheon Agri Holding in the course of a capital increase against contribution in kind. The settlement agent will act for the benefit and account of the holders of the Notes. In addition, Amatheon Agri Holding intends to convene a shareholders meeting in order to authorize its management board to resolve upon the capital increase against contribution in kind and to exclude pre-emption rights in connection therewith (if any). The resolutions of both, Amatheon Financing's noteholders

meeting and Amatheon Agri Holding's shareholders meeting shall take place in June 2019 and would require a qualified majority.

According to the proposed resolutions, each noteholder would be given the entitlement with respect to each Note with the nominal amount of EUR 100,000 to acquire 527,704 newly issued shares in Amatheon Agri Holding (the "**Acquisition Rights**"). The Acquisition Rights may be fulfilled either by delivery of new shares in Amatheon Agri Holding, ISIN: NL0010273694, or, to the extent that the Acquisition Rights are not exercised, by payment of the net proceeds from the sale of such new shares by the settlement agent. In the course of the capital increase against contribution in kind, Amatheon Agri Holding's issued share capital would be increased by EUR 49,182,012.80.

Tennor Holding B.V., being together with its affiliated companies and subsidiaries the main investor in the Notes, has indicated its willingness in principle to support the debt-to-equity swap subject to agreeing commercial terms.

Amatheon Agri Holding Management welcomes the opportunity to restructure its balance sheet which would enable it to expand its African operations and scale up production of high value crops for regional and international markets.

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