



AD HOC ANNOUNCEMENT

**Amatheon Agri Holding N.V. Launches Offering Of Up To
EUR 20 million Convertible Bonds Due 2025**

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Berlin, Germany, 19 January 2021

Amatheon Agri Holding N.V. (the "**Company**", ISIN NL0010273694, Euronext Paris Symbol MLA AH) is launching today an offering of senior unsecured convertible bonds due 2025 (the "**Offering**"), in an aggregate principal amount of up to EUR 20 million (the "**Bonds**"). The Bonds will be convertible into new and/or existing no-par value ordinary registered shares of the Company (the "**Shares**"). The Company intends to use the proceeds from the Offering for general corporate purposes of the Group and to finance further investments to develop the Company and its subsidiaries.

The Bonds will be offered by way of a private placement to institutional investors outside the United States of America (the "**United States**") as well as outside Australia, Canada, Japan, South Africa and any other jurisdiction in which offers or sales of the Bonds would be prohibited by applicable law. The shareholders' pre-emptive rights will be excluded.

The Bond is divided into Notes with a nominal value of EUR 50,000 (fifty thousand Euro) each and will be issued at 100% of their principal amount. Unless previously converted, redeemed, repurchased or cancelled, the maturity date of the Bonds will be 22 January 2025. The Bonds will be offered with a coupon of 5% (five percent) per annum, payable semi-annually in arrears. The initial conversion price will be set at EUR 0.10 per share.

Settlement is expected to take place on or around 22 January 2021, and admission for trading on the non-regulated open market segment (*Freiverkehr*) of the Frankfurt Stock Exchange is expected shortly thereafter with ISIN DE000A286BY3 and Symbol (WKN) A286BY.

Amatheon Agri Holding N.V.
The Management Board

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For further information please see the Group's website www.amatheon-agri.com.

All communications to the Group or the Management Board in connection with the foregoing should be addressed as follows:



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This announcement does not constitute an offer of, or a solicitation of an offer to purchase, securities of the Company in any jurisdiction, including in or into the United States of America (including its territories and possessions), Australia, Canada, Japan, South Africa, Germany or any other jurisdiction.

Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. No prospectus will be prepared in connection with the offering of the securities referred to herein. The securities referred to herein may not be offered to the public in any jurisdiction in circumstances which would require the issuer and its advisors or any of their respective affiliates, or any person acting on behalf of thereof, to prepare and register any prospectus or offering document relating to the securities referred to herein in such jurisdiction.

The Bonds are not intended to be offered, or sold to and should not be offered, or sold to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Convertible Bonds to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The Bonds are not intended, to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For the purposes of this provision the expression "retail investor" means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified



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investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

This ad hoc release does not constitute a recommendation concerning any offering of securities. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing the entire amount invested. The value of securities can decrease as well as increase. Past performance is not a guide to future performance. Potential investors should consult a professional adviser as to the suitability of any offering for the individual concerned. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness. The information in this announcement is subject to change.

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