



Announcement of a Simplified Public Tender Offer for AgroGeneration shares, with no intention of implementing a squeeze-out

Appointment of a presenting bank

Paris, on 18 June 2025

Novaagro, the majority shareholder of AgroGeneration, was ordered by the French Financial Markets Authority (AMF), on 17 December 2024, a six (6) month period to file a draft simplified public tender offer for all outstanding AgroGeneration shares not already held by, Novaagro, the initiator, namely 95,502,387 shares as of the date of the bloc transfer, representing 43.10% of the company's share capital and voting rights (notice no. 224C2719) (please refer to our press release dated 20 December 2024).

Since that date, Novaagro has made its best efforts to file the offer within the allotted period.


However, Novaagro has faced significant challenges in securing a presenting bank and the necessary funding for the offer, primarily due to increased geopolitical risks and the geographical location of both Novaagro and AgroGeneration's assets. In particular, there is a risk that the assets located in Kharkiv could eventually draw strategic interest or scrutiny from Russia, which may compromise the viability of the investment and the offer (please refer to our press release dated 15 May 2025).

It should also be noted that the National Bank of Ukraine currently imposes strict limitations on cross-border fund transfers. These restrictions prevent Novaagro from directly transferring the offer funds to a presenting bank.

These constraints have delayed the swift structuring of the transaction and the appointment of a presenting bank.

In this context, ODDO BHF has agreed to act as the presenting bank as of the beginning of June 2025. As of the date of this communication, a letter of engagement has been signed with the bank, and preparations for filing the offer are underway. Furthermore, it is recalled that Sorgem Évaluation, represented by Mr. Maurice





Nussenbaum, has been appointed by AgroGeneration as an independent expert pursuant to Article 261-1 I 1°, 2°, and 4° of the AMF General Regulation to issue a fairness opinion in connection with this offer (please refer to our press release dated 2 April 2025).

Accordingly, Novaagro, the majority shareholder of AgroGeneration, announces its intention to file a simplified public tender offer for AgroGeneration shares at a price of €0.033 per share, with no intention to implement a squeeze-out (**the “Draft Offer”**).

The Draft Offer will cover all existing AgroGeneration shares not yet held by the Initiator, namely 95,502,387 shares as of today¹, representing the same number of voting rights and 43.10% of the company’s share capital and voting rights.

The filing is expected as soon as practicable and, in any event, no later than the end of July 2025. The offer price of €0.033 per share is identical to the price paid in the majority block acquisition completed on 30 October 2024 (see our press release dated 31 October 2024), and will apply to all shares not already held by Novaagro.

Novaagro and AgroGeneration will continue to keep the market informed of developments regarding this project.

About NOVAAGRO

Founded in 2009, the Group of Companies NOVAAGRO is one of the leading agricultural companies in the Kharkiv region of Ukraine. The Group has been professionally procuring agricultural products directly from producers, storing and processing them into high-quality food (flour, cereals and sunflower oil), animal, bird and fish feed, producing mineral fertilizers and fuel pellets, raising chickens and delivering agricultural products to the customers around the world.

About AGROGENERATION

Founded in 2007, AgroGeneration is a large-scale producer of grain and oilseed. The company’s core business is grains and oil commodity crop farming, operating near 30,000 hectares of high quality agricultural lands in the East of Ukraine.

¹ Based on a total of 221,586,387 shares and voting rights of the Company as of 31 May 2025. In accordance with Article 223-11 of the AMF General Regulation, the total number of voting rights is calculated on the basis of all shares carrying voting rights, including shares deprived of voting rights.





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