Consolidated Financial Statements as of December 31, 2017

AGRO Generation

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Consolidated statement of financial position

(in thousands of Euros)

Assets	***Note***	**December 31, 2017**	**December 31, 2016**
Non-current assets		**71 454**	**74 379**
Intangible assets and leasehold rights	8	37 764	39 918
Property, plant and equipment	9	33 389	34 176
Financial assets	10	230	233
Biological assets	13	71	52
Deferred tax assets	11.2	-	-
Current Assets		**47 210**	**47 684**
Inventories	12	25 134	25 243
Financial assets	10	-	1 933
Biological assets	13	16 045	11 884
Trade and other receivables	14	4 263	2 922
Cash and cash equivalents	15	1 768	3 130
Total assets of disposal group classified as held for sale		-	2 572
Total assets		**118 664**	**122 063**

Equity and Liabilities	***Note***	**December 31, 2017**	**December 31, 2016**
Equity		**56 083**	**65 434**
Share capital	17	5 061	5 009
Share premium	17	169 958	169 649
Other reserves		(60 292)	(60 039)
Retained earnings		(46 929)	(47 516)
Revaluation reserves		41 211	38 633
Currency translation differences		(39 749)	(39 414)
Net Income		(13 177)	(888)
Non-controlling interests		-	-
Non-current liabilities		**4 686**	**5 514**
Provisions	18	-	-
Non-current borrowings	16	4 533	5 358
Non-current payables	19	-	-
Deferred tax liabilities	11.2	153	156
Current liabilities		**57 895**	**51 115**
Provisions	18	8	539
Current borrowings	16	42 671	39 528
Trade and other payables	19	13 591	8 948
Current income tax liability		1 625	1 622
Total liabilities of disposal group classified as held for sale		-	478
Total equity and liabilities		**118 664**	**122 063**

Consolidated income statement

(in thousands of Euros)	Note	2017	2016
Revenue	21	**54 195**	**60 263**
Change in fair value of biological assets and finished goods	13	14 767	22 182
Cost of sales	22	(52 933)	(59 237)
Gross profit / (loss)		**16 029**	**23 208**
Selling, general and administrative expenses	22	(12 663)	(11 834)
Other income and expenses	23	(2 522)	403
Profit before interest and tax		**844**	**11 777**
Financial net expenses	24	(14 089)	(12 503)
Income tax expense	11.1	68	(162)
Profit / (loss)		**(13 177)**	**(888)**
Non-controlling interests		-	-
Profit / (loss) for the period		**(13 177)**	**(888)**
Profit / (Loss) attributable to equity holders of the company (€, 000)		(13 177)	(888)
Weighted average number of ordinary shares		220 175 536	224 597 197
Basic earnings / (loss) per share (in Euros per share)	25	**(0,06)**	**0,00**
Profit / (loss) attributable to equity holders of the company after dilution (€, 000)		(13 177)	(888)
Weighted average number of ordinary and potential shares		220 175 536	224 597 197
Diluted earnings / (loss) per share (in Euros per share)	25	**(0,06)**	**0,00**

Consolidated statement of comprehensive income

(in thousands of Euros)	2017	2016
Profit / (loss) for the period	**(13 177)**	**(888)**
Items non-recyclable in income, net of tax	**4 053**	**-**
Gains on Property, plant and equipment revaluation	4 053	-
Items recyclable in income, net of tax	**(335)**	**(3 300)**
Currency translation differences arising during the period	(2 104)	(3 300)
Currency translation loss reclassified to profit or loss during the period	1 769	-
Total comprehensive income of the period	**(9 459)**	**(4 188)**

Consolidated statement of changes in equity

(in thousands of euros)	Share capital	Share premium	Other reserves	Retained earnings	Revaluation reserves***	Currency translation differences*	Total, Group share	Non-controlling interest	Total equity
Balance as of December 31, 2015	**4 925**	**168 955**	**(59 421)**	**(47 718)**	**38 835**	**(36 114)**	**69 462**	**-**	**69 462**
Issue of new shares**	84	694	-	-	-	-	778	-	778
Redemption of OSRANE**	-	-	(651)	-	-	-	(651)	-	(651)
Change in scope	-	-	-	-	-	-	-	-	-
Other comprehensive income/(expenses)	-	-	-	-	-	(3 300)	(3 300)	-	(3 300)
Transfer from other comprehensive income to retained earnings****	-	-	-	202	(202)	-	-	-	-
Own shares	-	-	(8)	-	-	-	(8)	-	(8)
Share-based payments	-	-	41	-	-	-	41	-	41
Net Income / (loss) for the year	-	-	-	(888)	-	-	(888)	-	(888)
Balance as of December 31, 2016	**5 009**	**169 649**	**(60 039)**	**(48 404)**	**38 633**	**(39 414)**	**65 434**	**-**	**65 434**
Issue of new shares**	52	309	-	-	-	-	361	-	361
Redemption of OSRANE**	-	-	(318)	-	-	-	(318)	-	(318)
Change in scope	-	-	-	-	-	-	-	-	-
Other comprehensive income/(expenses)	-	-	-	-	4 053	(335)	3 718	-	3 718
Transfer from other comprehensive income to retained earnings****	-	-	-	1 475	(1 475)	-	-	-	-
Own shares	-	-	24	-	-	-	24	-	24
Share-based payments	-	-	41	-	-	-	41	-	41
Net Income / (loss) for the year	-	-	-	(13 177)	-	-	(13 177)	-	(13 177)
Balance as of December 31, 2017	**5 061**	**169 958**	**(60 292)**	**(60 106)**	**41 211**	**(39 749)**	**56 083**	**-**	**56 083**

(*) Currency translation differences

Devaluation of Ukrainian hryvnia in 2016- 2017 had significant impact on assets and liabilities of the Consolidated Financial Statements.

The negative impact of currency translation differences for 2017 amounts to **€335 k** and is composed of:

€ 10 545k loss related to inter-company loans of Ukrainian entities denominated in USD and translated into the functional currency, Ukrainian hryvnia, at the closing rate. These loans were treated as net investment (cf. Note 24).

€ 716k gain due to translation difference on ***current year income*** arising from the difference between average and closing rate (30,07 UAH/ EURO and 33,50 UAH/EURO respectively).

€7 265k gain due to translating the opening *net assets* at a closing rate (33,50 UAH/EURO) that differs from the previous closing rate (28,42 UAH/EURO): the gain is due to the fact that retained earnings of Ukrainian entities are negative.

€ 1 769k gain due to reclassification of cumulative translation losses consecutive to disposal of foreign operations, i.e. ZACH & VYB companies (see Note 2.1)

€ 460k gain due to translation of revaluation reserve at closing rate (33,50 UAH/EURO)

(**) OSRANE early redemption/issue of new shares

Relates to the early redemption of OSRANE and related issue of new shares. For more details on issue of OSRANE refer to the Cf. 2.1 Consolidated financial statements as of December 31, 2015.

(***) Revaluation reserves

Relates to the revaluation of the fixed assets, this revaluation recognised in other comprehensive income in 2017 amounts to €4,1 m (cf. Note 9)

(****) Revaluation surplus on fixed assets disposed in 2016 - 2017.

Consolidated cash flow statement

(in thousands of Euros)	Note	2017	2016
Profit / (loss) for the period		**(13 177)**	**(888)**
Depreciation on fixed assets		6 245	7 017
Provisions		(559)	539
Capital (gains) / losses from disposals		1 592	49
Net financial (income) / loss	24	14 089	12 503
Deferred and income taxes (income) / expense		(68)	162
Biological assets and finished goods fair value decrease / (increase)		(3 277)	(3 700)
Impairment of fixed assets		453	-
Other (income) / expense with no cash impact		52	(32)
Cash flow from operating activities		**5 350**	**15 650**
Trade and other payables (decrease) / increase*		5 210	495
Inventories decrease / (increase)		(3 853)	(14 309)
Biological assets cost decrease / (increase)		(2 594)	7 262
Trade and other receivables decrease / (increase) **		(415)	(257)
Income tax paid		(40)	-
Working capital variation		**(1 692)**	**(6 809)**
Net operating cash flow		**3 658**	**8 841**
Cash flow from investing activities			
Acquisition of subsidiaries		(2 062)	(676)
Purchase of property, plant and equipment		(7 104)	(2 128)
Purchase of intangible assets		(57)	(195)
Purchase of financial assets		(117)	(218)
Disposal of subsidiaries	2.1	2 715	-
Disposal of property, plant and equipment		58	45
Disposal of intangible assets		1	-
Disposal of financial assets		71	45
Net investing cash flow		**(6 495)**	**(3 127)**
Cash flow from financing activities			
Purchase/sale of treasury shares		24	(8)
Issue of OSRANE (net of issuance costs)		-	-
Pledged term deposits decrease / (increase)	10	1 854	12 655
Proceeds from borrowings		13 330	20 961
Repayment of borrowings		(5 994)	(29 132)
Gain / (losses) from realised foreign exchange	24	(132)	(1 662)
Paid interests		(7 531)	(9 189)
Net cash generated from financing activities		**1 551**	**(6 375)**
Effects of exchange rate changes on cash and cash equivalents		(185)	(31)
Net movement in cash and cash equivalents		**(1 471)**	**(692)**
Cash and cash equivalents at the beginning of the period	15	**3 130**	**3 931**
Cash arising from held for sale activities at the beginning of the period* **		**109**	**(109)**
Cash and cash equivalents at the end of the period	15	**1 768**	**3 130**

** In the consolidated balance sheet, the accounts receivable as of December 31, 2017 include prepayments made to suppliers of the Group in connection with inputs for the 2018 harvest. In the consolidated cash flow statement, the variation in prepayments to suppliers (negative cash flow / increase in receivable), which stands at €28k, not inclusive of exchange rate effects, is presented as a change in accounts payable.*

*** In the consolidated balance sheet, the accounts payable as of December 31, 2017 include prepayments received from Group customers in respect of upcoming deliveries in the end of financial year 2017. In the consolidated cash flow statement, the change in customer prepayments (positive cash flow / increase in debt), which amounts to €1 369k, not inclusive of exchange rate effects, is presented as a change in accounts receivable.*

**** Restatement of cash and cash equivalents that has been transferred to held for sale activities as of December 31, 2017 due to finalization of disposal in H1 2017 (cf Note 16 of Consolidated Financial Statements as of December 31, 2016 and Note 2.2)*

Notes to the Consolidated Financial Statements

The Consolidated Financial Statements of the AgroGeneration Group ("AgroGeneration", "the Group" or "the Company") for the year ended December 31, 2017 were authorized for issue by the Board of Directors on April 25, 2018. These Financial Statements are presented in thousands of euro for all financial years, except for the per-share information.

1. Scope of consolidation

The Group's Consolidated Financial Statements for the year ended December 31, 2017 include the accounts of AgroGeneration SA and of all companies controlled by the Group, as well as companies over which the Group exercises significant influence. Please refer to the Note 30 for the List of consolidated companies.

General information and background

AgroGeneration was created in March 2007. The parent company is a Joint Stock Company (AgroGeneration SA) recorded on the Paris Trade and Companies Register with number 494 765 951, whose shares have been listed on the Alternext market of NYSE-Euronext Paris since March 1, 2010.

The registered office address is 3 rue de la Pompe, 75116 Paris.

The information on ownership and governance is presented in the Note 28.1.

2. Major events of the period

2.1. Disposal of subsidiaries Zachepylivske LLC and Vybor LLC (ZACH and VYB)

In December 2016, the Board of Directors decided to sell the companies ZACH and VYB. Due to growing competition in the area, the company realized that it could replace disposed lands for larger farms of similar quality.

In compliance with IFRS 5 as of December 2016, ZACH and VYB were classified as disposal group held for sale.

The disposal was completed on May 15, 2017. The financial result from disposal is a loss of €1.44 million (cf Note 23). At the disposal of ZACH and VYB the Group attributed €0.7 million of goodwill.

At disposal the Group recycled €1,77 million of cumulative translation differences (losses) attributed to the ZACH and VYB.

3. Financial risk management

3.1. Political risks in Ukraine

The Group conducts most of its operations in Ukraine. The Ukrainian economy while deemed to be of market status continues to display certain characteristics consistent with that of an economy in transition. These characteristics include, but are not limited to, low levels of liquidity in the capital markets, relatively high level of inflation (consumer inflation in 2017 reached 13.7%, exceeding the NBU upper target of 10%; the inflation rate is expected to decline to 9% in 2018, and to 7% in coming years), and some imbalances in the public finance and international trade.

Following the significant deterioration in 2014 - 2015, the current Ukrainian economy was able to start recovery posting a growth of 2.2% in 2017 for the second year in a row. Ukrainian government continues to pursue a comprehensive structural reform agenda aiming at the removal of the existing imbalances in the economy, public finance and governance, fighting corruption, reforming judiciary system, etc. with the ultimate goal to ensure sustainable economic growth in the country. In addition, the Government has committed to direct its policy towards the association with the European Union, to implement a set of reforms aiming at the removal of the existing imbalances in the economy, public finance and public governance, and the improvement of the investment climate. Stabilisation of the Ukrainian economy in the foreseeable future depends on the success of the actions undertaken by authorities to move forward the reform agenda.

After significant devaluation of the local currency (UAH) in 2014-2015 when it lost 2/3 of its value the exchange rate remained relatively stable in 2016-2017 (26,6 annual average exchange rate UAH/USD in 2017). The National Bank built solid foreign currency reserves of $18.8 billion as of the end of 2017, which are covering 3,6 months of imports. The improved stability of UAH was mainly due to significant support coming from the side of international financial institutions leaded by the IMF. The on-going IMF Extended Fund Facility Program totalling $17,5 billion significantly diminished currency exchange risks. Four tranches out of eight expected from IMF were already obtained by the country during 2015-2017 (in 2017, $1 billion was received in April). The next up to $1,5-2 billions are expected to be obtained in 2018.

Still, the reform agenda in Ukraine as well as international support to Ukraine are hindered by slow progress of conducted reforms. Thus, the IMF's next tranche release will depend on further progress on fighting corruption and judiciary reforms, as well as pension reform, energy/gas sector policies, the adequacy of the 2018 fiscal budget, and a revised privatization law.

The known and estimable effects of the above events on the financial position and performance of the Group in the reporting period have been taken into account in preparing these consolidated financial statements.

The Group has a number of farming subsidiaries in the Kharkiv oblast of Ukraine, where there is a limited risk in the escalation of protests and possible military conflicts as the situation has stabilized significantly in 2016-2017. As of December 31, 2017, the carrying value of the Group's assets located in the Kharkiv oblast is €39,7 m. Sowings of the Group in 2017 in Kharkiv oblast represents 57 930ha.

Management is monitoring the developments in the current environment and taking actions, where appropriate, to minimize any negative effects to the extent possible. Further adverse developments in the political, macroeconomic and/or international trade conditions may further adversely affect the Group's financial position and performance in a manner not currently determinable.

3.2. Risks related to changes in the legal and fiscal environment

Ukraine currently lacks a comprehensive legal system allowing it to foster and consolidate a stable market economy. Its fundamental laws are relatively recent, little tested, subject to change and often characterised by ambiguity and inconsistency. While the pace of change of Ukraine's legislative framework is fast, several fundamental laws are still in the process of discussion or adoption by the Ukrainian parliament.

Uncertainties also arise due to the fact that different regulatory authorities can choose to reinterpret an applicable law, particularly in the field of taxation, possibly with retroactive effect. Also, the corpus of law relies on implementing decrees which have often not yet been promulgated, creating legal loopholes or else that have been promulgated with substantial differences in relation to the rules and conditions established by the corresponding law, which generates a lack of clarity and many conflicts between companies and the authorities.

No assurance can be given that the legal and fiscal environment in which the Company operates will become more stable in the near future. Insofar as Ukraine is continuing to develop its corpus of law, some existing laws might change and have a negative impact on the Company.

3.3. Risks related to changes in exchange rates

Incomes and expenses of the Group are partly exposed to changes in exchange rates, particularly the euro, the USD and the hryvnia.

Ukraine operations

Starting July 9, 2012 the National Bank of Ukraine (NBU) fixed the exchange rate for USD / hryvnia at the rate of 7,993 hryvnia per 1 USD. On February 6, 2014 this measure was released and NBU stopped supporting the exchange rate of hryvnia. This measure together with the economic situation resulted in a sharp decline of hryvnia foreign exchange rate which reached 15,77 UAH/USD as of the end of 2014. During 2015 – 2017 hryvnia continued its decline till 28,07 UAH/USD.

The devaluation of hryvnia against the euro was in line with EURO/USD exchange rate.

Ukrainian legislation concerning the hryvnia prohibits the use of most of the exchange rate hedging instruments that are available in other countries. Options, futures, forwards, and swaps are not available in hryvnia. Therefore, AgroGeneration does not actively cover its exposure to fluctuations in the hryvnia on financial markets.

The Group is partially naturally hedged against a risk of change in exchange rate of the hryvnia against the USD. Indeed, in the scope of its operations in Ukraine, crop revenues and some of the Group's costs (seeds, chemicals, pesticides, etc.) are influenced by worldwide commodity market in USD even if denominated in UAH. In case the local price is not automatically adjusted to the international market, the Group has sufficient storage capacity to postpone its sales.

At last, the currency risk in relation to USD denominated liabilities for crop financing is partially mitigated by the existence of USD export sales.

Financial debt

Interest rate risk sensitivity analysis

At December 31, 2017, if interest rates (for both variable-rate and fixed-rate borrowings) at that date had been 10 basis points higher/lower with all other variables held constant, interest expense for the year would have been € 472k (2016 — € 449k) higher/lower.

Foreign currency exchange rate sensitivity analysis

The Group's foreign currency denominated monetary assets and liabilities as of December 31, 2017 consist of US dollar denominated loans and other debts. Other monetary assets and liabilities are not significant.

At December 31, 2017, if the USD had weakened/increased versus EUR by 10 per cent with all other variables held constant, pre-tax profit for the year would have been € 4 020k lower/higher.

3.4. Risks related to commodities price changes

Due to the size of its grain production, the Group is exposed to fluctuations of crop prices.

For a few years now, agricultural markets have been characterized by high volatility of prices, which depend on world prices which are mainly formed on the stock exchanges of agricultural products. The main factors affecting prices are the climatic factors, the level of energy and inputs prices, and the seasonality of demand.

The market for agricultural commodities in Ukraine is subject to fluctuations in agricultural commodity prices on international markets. It is also subject to conditions of Ukraine's local demand and export capacity, especially when export quota policies are set up, as was the case in 2010. Since Ukraine is a member of the WTO, these quotas are intended to be exceptional and of limited duration, justified only by a significant reduction in production on a country-wide scale. To limit this risk, the Group has developed its own storage capacity enabling it to better manage the pace of commercialization of its production.

The Group hedges against the pricing risk, making forward sales in Ukraine (sales at a fixed price with forward delivery, denominated in U.S. dollars) in the months prior to the harvest, so as to lock in its margin. The Group's goal is to be hedged at the rate of around 30% to 40% of its production prior to the harvest.

3.5. Liquidity risks on crop financing

The main liquidity risk arises from the seasonality of agricultural production. Costs and required working capital reach their peak in spring ahead of the harvest. The cash inflows are concentrated in the second half of the year after harvest. The Group remedies this seasonality by expanding its own storage capacity which allows it to sell its production throughout the year. In addition, the management team controls the liquidity risk by monitoring key performance indicators, including those regarding cash flow.

Companies face significant liquidity problems due to poor sources of foreign investment and low lending capacity by the domestic banking system.

The Group continues collaboration with Ukrainian private bank, Alfa-Bank Ukraine, which granted a crop financing "revolver" credit line of $35m until 2019 subject to annual review, releasable in several instalments.

In addition to the above elements, the Group is putting in place alternative sources of financing, such as prepayments of forward contracts and the use of guaranteed promissory notes and extended credit terms provided by some of the input suppliers. These additional sources of financing give additional comfort to continue normal operations through the harvest season.

3.6. Counterparty risks

The Group is exposed to credit risks through its cash and cash equivalents, which are kept in current accounts and with financial institutions (local banks), its supplier credit and customer credit, which includes commitments towards third parties. Credit risks are not concentrated in a particular counterparty. Although the company receives lines of credit from many input suppliers during the season, there is no line of credit secured in advance by the company because the Group manages its positions on a case by case basis. The Group tends to work with banks and financial institutions owned by leading international groups.

3.7. Capital repatriation risks

Risks related to repatriation of capital come from the investments in its Ukrainian subsidiaries. To date, foreign groups are able to repatriate their capital through dividend payments or the repayment of shareholder loans without tax implications. AgroGeneration finances most of its investments in Ukraine via shareholder loans, normally through its Cypriot entities. The capital repatriation risks are linked to these investments. Possible changes in the political environment in Ukraine or in Cyprus could lead to restrictions on repatriation of capital invested in this country.

4. Critical accounting judgments and estimates

The preparation of Consolidated Financial Statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Condensed Consolidated Financial Statements are the following.

Estimates and judgments are continually evaluated on the basis of historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1. Impairment test on intangible assets

Intangible assets are tested for impairment at each balance sheet date and whenever there are indications of impairment. The outcome of this exercise is highly sensitive to certain assumptions (weighted average cost of capital, fluctuation of the commodities price, yields).

4.2. Fair value of biological assets and net realisable value of agricultural produce

The Group's biological assets are measured at fair value less costs to sell at each balance sheet date. The fair value of biological assets varies according to climatic conditions during growth and harvest, yield potential and price development. A change in any of these estimates could lead to a material change in the income statement. If the management team's assumptions as of December 31, 2017, would have been by 10% better/lower, then the fair value of the biological assets and gross margin would increase/decrease by around € 2 673 k.

The agricultural produce harvested by the Group is first fair valued at the harvest date when accounted for in inventory in the "Agricultural produce". They are later revalued at the lower of that fair value and the net realizable value at the balance sheet date. The value used for agricultural produce in the assessment of fair value at harvest time and subsequently for the net realizable value at the balance sheet date is determined based on the actual prices less costs to sell at the point of harvest and contract prices on the presold crops.

4.3. Equity-settled share-based transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. This also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility and dividend yield and making assumptions about them.

4.4. Pre-emptive rights on land leases

Due to the existence of a moratorium on any sale of arable land in Ukraine, either to nationals or foreigners, it has been decided to recognise land leases as operational leases, and not to take into account the pre-emptive rights to buy the land at the term of the lease in the assessment of the qualification of the lease. The moratorium will be lifted after the laws on the State land registry and the real estate market are passed. The deadline to pass these laws has already been pushed forward several times, and the Group is retaining this accounting method in the absence of any information concerning the actual lifting of the moratorium.

4.5. Fair value of fixed assets

Starting from January 1, 2015 the Group applies revaluation model to its tangible assets situated in Ukraine, such as buildings, constructions, machinery and equipment and other assets.

Under this model, property is carried at fair value less any subsequent accumulated depreciation and impairment losses. An impairment loss is recognized in the income statement, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Estimating the fair value of property requires the exercise of judgment and the use of assumptions. At each reporting date, the Group carries out a review of the macroeconomic factors such as, inflation rate in Ukraine and depreciation of UAH, to determine whether the carrying amount of tangible assets differs materially from fair value.

Based on the results of the review, the Group concluded that the carrying amount of building, constructions, machinery and equipment and other assets should be revalued as of December 31, 2017. During the year ended December 31, 2017 the Group appointed an independent appraiser to perform a revaluation of these groups of fixed assets as of December 31, 2017.

5. Events after the balance sheet date

5.1. Early redemption of OSRANE bonds into shares

On March 31, 2018 some bondholders of OSRANE opted for early redemption. As a result 374 OSRANE subordinated bonds were exchanged for 74 800 shares.

At the date of issue of this Consolidated Financial Statements share capital of AgroGeneration SA is made up of 101,286,604 shares.

6. Summary of significant accounting policies

The principal accounting policies applied are summarized below.

6.1. Basis of preparation

AgroGeneration's Consolidated Financial Statements are prepared in accordance with International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB) and as endorsed by the European Union (EU) as of December 31, 2017. They comprise (i) the IFRS, (ii) the International Accounting Standards (IAS) and (iii) the interpretations provided by the International Financial Reporting Interpretations Committee (IFRIC) or the former Standing Interpretations Committee (SIC).

The Group's Consolidated Financial Statements include the Financial Statements of AgroGeneration and those of all its subsidiaries as of December 31, 2017. The Financial Statements of the subsidiaries are prepared for the same accounting period as those of the parent company and are based on the same accounting policies.

The IFRS accounting policies used by AgroGeneration in the preparation of these Consolidated Financial Statements as of December 31, 2017 are the same as for 2016 ones presented, except for those pertaining to the effect of the new or amended standards or interpretations detailed below.

(a) Standards and amendments for mandatory application in the European Union for financial period ended December 31, 2017

- Amendments to IAS 12: Recognition of Deferred Tax Assets for Unrealised Losses
- Amendment to IFRS 12: clarification of the scope of the standard
- Annual improvements to IFRSs 2014-2016 Cycle
- Amendment to IAS 7 : disclosure initiative

The Group has applied amendments to IAS 7: disclosure initiative for the first time for annual reporting period commencing January 01, 2017. The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. Apart from the additional disclosure in the Notes 10 and 16, the application of these amendments has had no impact on the Group's consolidated financial statements.

The application of Amendments to IAS 12 and Annual improvements to IFRSs 2014-2016 Cycle had no effect on the Group's consolidated financial statements.

(b) Standards issued but not yet effective:

At the date of authorization of these consolidated financial statements, the following Standards and Interpretations, as well as amendments to the Standards were in issue but not yet effective:

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from contracts with customers including amendments to IFRS 15: Effective date of IFRS 15
- Clarifications to IFRS 15 Revenue from Contracts with Customers

- Amendments to IFRS 4: Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts
- IFRS 16 Leases

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2017 reporting periods and have not been early adopted by the group. The group's assessment of the impact of these new standards and interpretations is set out below.

(i) IFRS 15 Revenue from Contracts with Customers

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaces existing revenue recognition guidance, including IAS 18 *Revenue*, IAS 11 *Construction Contracts* and IFRIC 13 *Customer Loyalty Programmes.*

The core principle of IFRS 15 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduces a 5-step approach to revenue recognition:

- Identify the contract with the customer;
- Identify the performance obligations in the contract;
- Determine the transaction price
- Allocate the transaction price to the performance obligation in the contracts;
- Recognize revenue when (or as) the entity satisfies a performance obligation.

Under IFRS 15, an entity recognizes revenue when or as a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer. IFRS 15 requires extensive disclosures.

Bases on analysis performed by the Group, the management does not anticipate that application of IFRS 15 will have significant impact on the financial position and/or financial performance of the Group.

(ii) IFRS 9 Financial Instruments

IFRS 9 *Financial instruments* sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 *Financial Instruments: Recognition and Measurement.*

The key requirements of IFRS 9 are the following:

Classification and measurement of financial assets.

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. IFRS 9 contains three principal classification categories from financial assets: measured at amortized cost, FVOCI and FVTPL. The standard eliminates existing IAS 39 categories of held to maturity, loans and receivables and available for sale.

Classification and measurement of financial liabilities:

IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities. However under IAS 39 all fair value changes of liabilities designated as at FVTPL are recognised in profit or loss, whereas under IFRS 9 these fair value changes are generally presented as follows:

- The amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- The remaining amount of change in the fair value is presented in profit or loss.

The Group has not designated any financial liabilities at FVTPL and it has no current intention to do so. The Group's assessment did not indicate any material impact regarding the classification of the financial liabilities at January 1, 2018.

Impairment:
IFRS 9 replaces "incurred loss" model in IAS 39 with a forward-looking "expected credit loss" (ECL) model. This will require considerable judgement about how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis.
Under IFRS 9, loss allowances will be measured on either of the following bases:

- 12 months ECLs: these are ECLs that result from possible default events within 12 months after the reporting date; and
- Lifetime ECLs. These are ECLs that result from possible default events over the expected life of a financial instrument

The Group expects to apply the simplified approach to recognize lifetime expected credit losses for its trade receivables as permitted by IFRS 9.
In general, the Group anticipates that the application of the expected credit loss model of IFRS 9 would not have significant impact on the amount of loss allowance.

Hedge Accounting:
The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in IAS 39. Under IFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of en "economic relationship". Retrospective assessment of hedge effectiveness is also no longer required.

(iii) IFRS 16 Leases

IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to accounting for finance leases under IAS 17. The standard includes two recognition exemptions for lessees – leases of "low value" assets (e.g. personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less. At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. right-of-use assets. Lessee will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any re-measurement of the lease liability.
IFRS 16 also requires making more extensive disclosure than under IAS 17.
IFRS 16 is effective for annual periods beginning on or after January 1, 2019.

As of December 31, 2017 the Group has non-cancellable operating lease commitments of €57m. IAS 17 does not require recognition of any right-of-use asset or liability for future payments for these leases; however you can find certain disclosed information on operating lease commitments in Note 27.2. A preliminary assessment indicates that these arrangements will meet the definition of a lease under IFRS 16, and Group will recognize a right-of-use assets and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of IFRS 16. The new requirement to recognize a right-of-use asset and a related lease liability is expected to have a significant impact on the amounts recognised in the Group's consolidated financial statements. The Group is currently assessing the potential impact.

According to Group's preliminary assessment other standards issued but not yet effective will not have significant impact on the Group's financial statements.

(c) Standards and Interpretations published by the IASB but not yet endorsed by the EU

- Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities: Applying the Consolidation Exception
- Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
- Amendments to IFRS 2: Classification and Measurement of Share-based Payment Transactions
-
- IFRIC22 "Foreign Currency Transactions and Advance Consideration", issued on December 8, 2016
- Amendments to IAS40 "Transfers of Investment Property" issued on December 8, 2016
- IFRIC 23 : uncertainty over Income Tax treatments
- IFRS 17 : insurance contracts
- Amendments to IFRS 9 : prepayments with negative compensation features
- Amendments to IAS 28 : long-term interests in Associates and Joint Ventures

The potential impact of the above standards is currently under examination.

6.2. Consolidation

(a) Subsidiaries

All the subsidiaries in which the Group exercises control are fully consolidated. Control is exists when all the following conditions are met:

– power over the subsidiary;
– exposure, or rights, to variable returns from its involvement with the subsidiary;
– the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. The Group does not exert joint control over any of the entities within its scope of consolidation as at December 31, 2017.

All intercompany balances and transactions as well as income, expenses and unrealised gain/losses, which are included in the net book value of assets, which derive from intercompany transactions, are fully eliminated.

(b) Accounting for business combinations

The acquisitions of subsidiaries from third parties (which constitute Business Combination under IFRS) are accounted for using the acquisition method. On acquisition, the assets, liabilities and contingent liabilities of a subsidiary are measured at fair values.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquired subsidiary, and the fair value of the Group's previously held equity interest in the acquired subsidiary (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities and contingent liabilities assumed.

In case identifiable net assets attributable to the Group, after reassessment, exceed the cost of acquisition, the difference is recognized in the Consolidated Income Statement as a bargain purchase gain.

6.3. Foreign currency translation

(a) Functional and presentation currency

Items included in the Financial Statements of each Group entity are measured using the currency of primary economic environment in which the entity operates ("the functional currency").

The functional currency of the parent and Cypriote subsidiaries is the euro (EUR) and the functional currency of Ukrainian subsidiaries is the hryvnia (UAH).

The presentation currency of the Consolidated Financial Statements is the euro (EUR).

(b) Foreign transactions

Foreign currency transactions are translated into the respective functional currencies using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised as financial income and expense in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Long-term intercompany loans to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future are classified as net investments in the foreign operation.

Where a subsidiary that is a foreign operation repays a net investment loan but there is no change in the parent's proportionate percentage shareholding, cumulative translation adjustment is not reclassified from other comprehensive income to the income statement.

(c) Translation of Financial Statements expressed in foreign currencies

The income statements and statements of financial position of all Group entities that have a functional currency different from the presentation currency (none having a currency of a hyperinflationary economy as of December 31, 2017) are translated into the presentation currency as follows:

- Assets and liabilities of the statement of financial position are translated at the exchange rate of closing date,
- Revenues and charges in the income statement are translated at exchange rates at the dates of the transactions (for practical reasons, the Group translates items of income and expenses for each period presented in the financial statements using the average exchange rates for such an accounting period, if such translations reasonably approximate the results translated at exchange rates prevailing on the dates of the transactions),
- Residual foreign exchange differences are recognised in a separate component of equity.

The exchange rates used for translating Financial Statements of subsidiaries in Ukraine are the following:

	December 31, 2017		December 31, 2016	
Monetary unit per € 1	**Average**	**Closing**	**Average**	**Closing**
Ukrainian Hryvnia (UAH)	30,0753	33,4954	28,3116	28,4226
American Dollar (USD)	1,1310	1,1934	1,1066	1,0453

The rates used for the hryvnia and the U.S. dollar are those of the National Bank of Ukraine ("NBU") in force.

Exchange rate differences on a monetary item forming part of the net investment of the entity presenting the Financial Statements in a foreign operation are recognised in other comprehensive income and reclassified from equity to Income Statement upon partial or total disposal of this net investment.

Goodwill and fair value adjustments recognised in the acquisition of a foreign entity are recognised as assets and liabilities of the foreign entity and translated at closing exchange rate.

6.4. Intangible assets and leasehold rights

The main intangible assets recognised are goodwill and leasehold rights. These have been recognised as part of the business combination process.

Subsequent to initial recognition goodwill is recognized at initial cost less accumulated impairment losses, if any.

Cash-generating unit (CGU) for the goodwill impairment test was determined to be equal to the operating segment "Ukraine".

Where goodwill forms part of a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the CGU retained.

Subsequent to initial recognition, leasehold rights are recognised at cost less accumulated depreciation and accumulated impairment losses.

Depreciation of the leasehold rights is calculated on a linear basis using average residual useful lives until the term of the lease contract. The average residual term of depreciation of the leasehold rights is 4,5 years as of December 31, 2017.

6.5. Property, plant and equipment

Starting from January 1, 2015 the Group applies revaluation model for fixed assets situated in Ukraine. Under this model, fixed assets are carried at fair value less any subsequent accumulated depreciation and impairment losses.

Revaluation is made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the date of reporting period.

The acquisition cost of the tangible fixed assets includes all the expenses directly attributable to the acquisition of the fixed assets. Subsequently capitalized costs include major expenditures for improvements and replacements that extend the useful lives of the assets or increase their revenue generating capacity. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred. The carrying amount of the replaced limited-life component is derecognised.

Fixed assets are depreciated over their estimated useful lives:

- Buildings 10 – 55 years
- Machinery and equipment 5 – 30 years
- Other tangible assets 3 - 30 years

Production facilities represent immobile agricultural production equipment, mainly dryers and cleaners. Machinery and vehicles include other mobile agricultural equipment (tractors, combines, harvesters, seed planters, trucks etc.).

The assets' useful lives are reviewed, and adjusted if appropriate, at each financial year-end. The effect of any changes from previous estimates is accounted for prospectively as a change in an accounting estimate.

The gain or loss arising on a sale or disposal of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the income statement.

Construction in progress comprises costs directly related to the construction of property, plant and equipment including an appropriate allocation of directly attributable variable overheads that are incurred in construction. Construction in progress is not depreciated. Depreciation of construction in progress commences when the assets are available for use, i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by the management.

On the subsequent sale or retirement of revalued assets, the revaluation surplus remaining in the revaluation reserve is transferred directly to retained earnings. No transfer is made from the revaluation reserve to retained earnings except when an asset is derecognized.

6.6. Impairment of non-financial assets

Non-financial assets other than goodwill are reviewed for possible impairment at each reporting date and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

An impairment loss is recognized immediately in the Consolidated Income Statement unless the relevant asset is carried at revalued amount, in which case the impairment loss is treated as a revaluation decrease.

6.7. Financial assets and liabilities

Financial assets and financial liabilities are recognized when a Group entity becomes a party to the contractual provisions of financial instruments. Financial instruments are classified according to the following categories:

- financial assets or financial liabilities recognized at fair value through the profit or loss;
- held-to-maturity investments;
- available-for-sale financial assets - are non-derivatives financial assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within twelve months of the balance sheet date.
- loans and receivables - are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the balance sheet date. These are classified as non-current assets. Loans and receivables are classified as trade and other receivables in the statement of financial position.
- other financial liabilities.

The classification depends on the nature and purpose of financial assets or financial liabilities and is determined at the time of initial recognition.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

The effective interest method calculates the amortized cost of a debt instrument and allocates interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss.

(a) Accounts receivable

Accounts receivable are measured at initial recognition at fair value, and are subsequently measured at amortized cost using the effective interest rate method. Accounts receivable, which are non-interest bearing, are stated at their nominal value.

Appropriate allowances for estimated irrecoverable amounts are recognized in the Consolidated Income Statement when there is objective evidence that the asset is impaired. The allowance recognized is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

If collection of accounts receivable is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

(b) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

For the purpose of the consolidated cash flow statement, cash and cash equivalents are defined as above, less bank overdrafts.

(c) Trade payables

Trade payables are initially recognised at fair value and subsequently measured at amortized cost using the method of determining the effective interest rate.

(d) Bank borrowings and other long-term payables

Interest-bearing borrowings and other long-term payables are initially measured at fair value net of directly attributable transaction costs, and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption amount is recognized over the term of the borrowings and recorded as finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months after the date of closing of accounts

6.8. Agriculture

(a) Definitions

The Group accounting policies for agricultural activities are based on IAS 41 "Agriculture".

Agricultural activity is defined as a biological transformation of biological assets into agricultural products or into other biological assets.

Group classifies following biological assets: crops in field and livestock.

Agricultural produce are the products of the harvest of biological assets of the Group and produce received from cattle breeding, i.e. harvested grain that is stored, milk, meat and other livestock produce.

The Group recognizes a biological asset or an agricultural produce when the Group controls the asset as a result of past events, and it is probable that future economic benefits associated with the asset will flow to the Group, and the fair value or cost of the asset can be measured reliably.

(b) Biological assets

Biological assets are measured at initial recognition and at each balance sheet date at their fair value less costs to sell, with any resulting gain or loss recognized in the income statement. Costs to sell include all costs that would be necessary to sell the assets, including costs necessary to get the assets to market.

Biological assets are measured using the present value of expected net cash flows from the sale of an asset discounted at a current market determined rate. The objective of a calculation of the present value of expected net cash flows is to determine the fair value of a biological asset. The difference between fair value less costs to sell and total production costs is allocated to biological assets held in stock as of each reporting date as a fair value adjustment.

Based on the above policy, the principal groups of biological assets are stated as follows:

(i) *Crops in fields*

The fair value of crops in fields is determined by reference to the discounted cash flows that will be obtained from sales of harvested crops, with an allowance for costs to be incurred and risks to be faced during the remaining transformation process.

The fair value of plant-growing Biological assets is determined based on, among other estimates, weather conditions, quality of soils, growth potential, yields, harvest conditions and price development.

As of December 31, 2017, the Group had identified for each type of plant growing biological asset their respective principle market, and measures their fair value based on the following:

in determining prices

- Management assessment of future prices at the date of harvest reconciled to the Ukrainian FOB prices or Western markets offset prices on the balance sheet date. These prices have been reduced by fobbing and transport costs.

in determining yields

- Management assessment of future yields for crop based on the most relevant recent data from the crop surveys carried out in the fields.

Given the nature of these input parameters, the fair value of the biological assets is categorised as Level 3 as defined by IFRS 13. Change in any estimates could lead to recognition of significant fair values changes in income statement.

(ii) *Livestock*

The fair value of livestock is determined based on market prices of livestock of similar age, breed and genetic merit. Cattle, for which market-determined prices or values are not available and for which alternative estimates of fair value are determined to be clearly unreliable, are measured using the present value of expected net cash flows from the asset discounted at a current market-determined pre-tax rate.

Biological assets are recorded as current or non-current assets based on the operational cycle of the Group's biological assets.

(c) Agricultural produce

Agricultural produce harvested by the Group is initially measured at the time of harvest at its fair value less cost to sell at the point of harvest. It is subsequently recorded as inventory in "Agricultural produce" and stated at the lower of fair value at the time of harvest and net realizable value. This valuation at net realizable value is presented in the form of inventory depreciation. ("Change in fair value of finished goods", cf. Note 13).

The value of agricultural produce used for the assessment of fair value at the time of harvest and subsequent net realizable value is determined based on the actual prices less costs to sell at the point of harvest and contract prices on the presold crops.

(d) Work in progress (inventory of work in progress)

Work in progress is represented by the costs of preparing the land which has not been sown at balance sheet date (case of spring plants in Ukraine – corn, soybean, sunflower, etc. – when valued as of December 31). The soil preparation costs are measured on the basis of the historical costs incurred by the Group.

6.9. Government grants

An unconditional government grant is recognised as income when the government grant becomes receivable.

If a government grant is conditional, the Group recognises the government grant as income when the conditions attaching to the government grant are met (area-aid environmental subsidies) and until then aid received is recognised as a liability (Cf. Note 6.12 (b)).

6.10. Inventories

(a) Raw material and other supplies

Inventories are stated at the lower of cost and net realizable value. Costs comprise raw materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present locations and condition.

Cost is calculated using the weighted average cost method. Net realizable value is determined as the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

(b) Finished goods (agricultural produce)

Cf. note 6.8 (c) – Agriculture.

(c) Work in progress

Cf. note 6.8 (d) – Agriculture.

6.11. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or to the exercise of new options are recorded directly in equity as a deduction from the issue premium, net of tax effects.

6.12. Current and deferred income tax

(a) General tax treatment

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group's subsidiaries operate and generate taxable income.

The tax rates applicable on December 31, 2017 are 33,33% in France, 18% in Ukraine (see (b) Agricultural tax schemes for agricultural concerns in Ukraine) and 12,5% in Cyprus.

Tax reform measures in France (2016) already provided for a progressive reduction of the ordinary corporate tax rate from 33,33% to 28%. The Finance Law for 2018 provides for a further progressive reduction of the corporate income tax rate to 25%, fully applicable for financial years opened in 2022. The schedule for phased-in application of the progressive reduction will be as follows:

- In 2018, the 28% rate of corporate income tax will apply for amounts of taxable profit up to €500,000 and a corporate income tax rate of 33,33% will apply for amounts of profit above €500,000.
- For financial years opened as from 1 January 2019, the standard rate of corporate income tax will be reduced to 31%, with the first €500,000 of profit being still subject to the 28% rate.

- For financial years opened as from 1 January 2020, the 28% rate of corporate income tax will become the new "ordinary rate" (for all profits).
- For financial years opened as from 1 January 2021, the ordinary rate of corporate income tax will be reduced to 26.5%.
- For financial years opened as from 1 January 2022, the ordinary rate of corporate income tax will be reduced to 25%.

The deferred tax is determined using the tax rate and the tax regulations in effect or in effect in essence at the balance sheet date and which are likely to be applied when the deferred tax assets will be used or when the deferred tax liability will be paid.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax basis used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

However, the deferred tax is not accounted for if at initial recognition of an asset or a liability at the time of a transaction other than a business combination the transaction has no implications for the accounting income or the taxable income.

Deferred tax is charged or credited to the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when:

- The Group has a legally enforceable right to set off the recognized amounts of current tax assets and current tax liabilities;
- The Group has an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously;
- The deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority in each future period in which significant amounts of deferred tax liabilities and assets are expected to be settled or recovered.

(b) Agricultural tax scheme for agricultural companies in Ukraine

In Ukraine, a company is considered to be a farming company if at least 75% of its revenues from the previous fiscal year arise from the sale of agricultural products. In this case, a farming company enjoys special regime on corporate income tax.

Starting from January 1, 2017, the privileged VAT regime for agricultural companies has been cancelled. For more detailed refer to the Consolidated Financial Statements as of December 31, 2016.

Corporate income tax: agricultural companies are not subject to corporate income tax but to the tax on land which is calculated on the basis of a percentage of the value of the land used for agricultural production. The related corresponding costs are classified in "Cost of sales".

Among the 25 legal entities that the Group controls in Ukraine as of December 31, 2017, 13 are involved in agricultural production and are eligible for the special tax regime for agricultural companies in Ukraine in 2017.

6.13. Employees benefits

(a) Pension obligations

The Group does not operate any significant pension schemes. The contributions to the local pension funds are treated as defined contribution benefits.

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to either terminate the employment of current employees according to a detailed formal plan without possibility of withdrawal or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after the balance sheet date are discounted to present value.

6.14. Provisions

Provisions must be recognized when the Company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

6.15. Revenue

Revenue represents the proceeds from ordinary business activities. These proceeds are measured at fair value of the counterparty received or to be received for the sale of goods or services in the scope of the Group's typical operations.

The proceeds from typical operations presented for the Group's Ukrainian activities exclude the VAT collection on sales.

These same proceeds from agricultural operations are presented net of discounts and rebates, and after elimination of intra-Group sales.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.
The following specific recognition criteria must also be met before revenue is recognized:

- Sale of Goods and Finished Products – Revenue is recognized when the significant risks and rewards of ownership of goods for resale and finished products have passed to the buyer, the amount of revenue can be measured reliably and the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. The point of transfer of risk, which may occur at delivery or shipment, varies for contracts with different types of customers.

- Rendering of Services – Revenue is recognized in the accounting period in which services are rendered.

The Group's main revenue arises from the sales of agricultural produce.

6.16. Leases – The Group as a lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Leases in which the risks and rewards incidental to the ownership of an asset are transferred substantially to the Group as a lessee are classified as finance leases. At the commencement of the lease, the Group recognizes the asset purchased on finance lease term (cf. note 9) and the relative debt (cf. note 16) on its Statement of Financial position at the amount equal to the fair value of the leased asset or, if it is lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and a reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized directly to the Consolidated Income Statement and are classified as finance costs. The assets acquired under finance leases are depreciated over the shorter of their useful life or lease term.

6.17. Share-based payment

The fair value of services assumed to have been received in exchange for the equity instruments (warrants) issued is recognised as an expense in the income statement and in other reserves in equity during the vesting period (from the grant date of warrants until the vesting date). The fair value of the services received is determined by reference to the fair value (market value) of equity instruments granted at the grant date.

7. Segment reporting

The Group has one operating segment in Ukraine, which is composed of 25 legal entities operating around 110,000 hectares of farmland.

8. Intangible fixed assets and land leases

(in thousands of Euros)	Gross value				Depreciation				Net value			
	Good-will (1)	Lease-hold rights (2)	Others (3)	Total	Good-will	Leasehold rights	Others	Total	Good-will	Leasehold rights	Others	Total
December 31, 2015	33 963	6 398	407	40 768	-	(2 597)	(249)	(2 846)	33 963	3 801	158	37 922
Change in scope*	3 021	-	-	**3 021**	-	-	-	-	3 021	-	-	**3 021**
Purchases of assets	-	-	195	**195**	-	-	-	-	-	-	195	**195**
Depreciation	-	-	-	-	-	(732)	(59)	**(791)**	-	(732)	(59)	**(791)**
Exchange rate differences	(92)	(495)	(19)	**(606)**	-	204	8	**212**	(92)	(291)	(11)	**(394)**
Disposals of assets	-	-	(3)	**(3)**	-	-	3	**3**	-	-	-	-
Transfer toward assets held for sale	(33)	(94)	(3)	**(130)**	-	94	1	**95**	(33)	-	(2)	**(35)**
December 31, 2016	36 859	5 809	577	43 245	-	(3 031)	(296)	(3 327)	36 859	2 778	281	39 918
Change in scope	-	-	-	-	-	-	-	-	-	-	-	-
Purchases of assets	-	-	57	**57**	-	-	-	-	-	-	57	**57**
Depreciation	-	-	-	-	-	(532)	(55)	**(587)**	-	(532)	(55)	**(587)**
Exchange rate differences	(527)	(880)	(66)	**(1 473)**	-	513	24	**537**	(527)	(367)	(42)	**(936)**
Disposals of assets	(688)	-	(5)	**(693)**	-	-	5	**5**	(688)	-	-	**(688)**
Other movements	-	-	-	-	-	-	-	-	-	-	-	-
December 31, 2017	35 644	4 929	563	41 136	-	(3 050)	(322)	(3 372)	35 644	1 879	241	37 764

(*) The goodwill arising from the acquisition of Tornado (cf. Consolidated Financial Statements as of December 31, 2016 Note 2.1)

(1) The goodwill as at December 31, 2017 is composed of:

- € 192 k the goodwill arising from acquisition of Barvenkovskaya
- €2 457 k the goodwill arising from acquisition of Tornado
- €33 682k the goodwill arising from the consolidation of the ex-AgroGeneration Group on October 11, 2013
- Less €688k of total goodwill allocated to the disposal of ZACH

Goodwill - Impairment test

The group tests annually whether goodwill has suffered any impairment. Cash-generating unit (CGU) for the goodwill impairment test was determined to be equal to the operating segment "Ukraine" (Note 7).

The *recoverable amounts* of cash-generating units have been determined based on value-in-use calculations. Value in use was determined using the method of discounted cash flows (DCF) based on operational forecasts.

The main assumptions and the total amount recoverable obtained were compared with Market Capitalization for the reasonableness check.

The estimate was based on the specific *key assumptions* below, which represent the current best estimate by management at the date of these consolidated financial statements:

- The cash flow forecasts for the next five financial years relies on the 2018 budget,
- In the absence of long-term financial reference, the expected cash flows generated beyond the planning horizons are planned using the last year of the planning horizon,
- Cash flows were discounted at the rate of 12,07%, representing the long-term WACC of the Group in USD,
- A terminal growth of 2% has been used for the calculation of terminal values as of December 31, 2022. The terminal growth rate reflects long-term forecast of inflation in the United States.

Sensitivity analysis has been performed, especially on WACC, terminal growth, yields and prices and cost of production assumptions. No reasonable change in the assumptions would generate a risk of impairment.

(2) Leasehold rights

As of December 31, 2017 the net carrying amount of land lease rights represents €1 879k which mostly arose from Purchase Price Allocation of fair value of AgroGeneration to the land lease agreements.

Total land bank of AgroGeneration included in the leasehold rights consists of c. 62 000 ha.

(3) Other intangible assets include administrative software and prepaid expenses for leasehold rights.

9. Property, plant and equipment

(in thousands of Euros)	Gross value				Depreciation			Net Book Value			
	Build-ings	Agricultu-ral machinery and others	Construction in progress and prepayments	Total	Build-ings	Agricultu-ral machinery and others	Total	Build-ings	Agricultu-ral machinery and others	Construction in progress and prepayments	Total
December 31, 2015	16 056	26 889	151	43 096	-	(26)	(26)	16 056	26 863	151	43 070
Change in scope	729	3	-	**732**	-	-	-	729	3	-	**732**
Purchases of assets	230	1 718	155	**2 103**	-	-	-	230	1 718	155	**2 103**
Depreciation	-	-	-	-	(1 269)	(6 030)	**(7 299)**	(1 269)	(6 030)	-	**(7 299)**
Exchange rate differences	(1 255)	(2 085)	(11)	**(3 351)**	5	23	**28**	(1 250)	(2 062)	(11)	**(3 323)**
Disposals of assets	(9)	(141)	(1)	**(151)**	1	56	**57**	(8)	(85)	(1)	**(94)**
Other movements	207	(171)	(36)	-	(89)	89	-	118	(82)	(36)	-
Transfer toward assets held for sale	(831)	(336)	(5)	**(1 172)**	97	62	**159**	(734)	(274)	(5)	**(1 013)**
December 31, 2016	15 127	25 877	253	41 257	(1 255)	(5 826)	(7 081)	13 872	20 051	253	34 176
Revaluation to fair value	718	3 084	-	**3 802**	-	-	-	718	3 084	-	**3 802**
Impact of revaluation on depreciation	(2 169)	(9 983)	-	**(12 152)**	2 169	9 983	**12 152**	-	-	-	-
Purchases of assets	916	6 087	108	**7 111**	-	-	-	916	6 087	108	**7 111**
Depreciation	-	-	-	-	(1 240)	(5 674)	**(6 914)**	(1 240)	(5 674)	-	**(6 914)**
Exchange rate differences	(2 393)	(4 598)	(33)	**(7 024)**	314	1457	**1 771**	(2 079)	(3 141)	(33)	**(5 253)**
Disposals of assets	(67)	(241)	-	**(308)**	13	115	**128**	(54)	(126)	-	**(180)**
Other movements	151	746	(186)	**711**	(1)	(63)	**(64)**	150	683	(186)	**647**
December 31, 2017	12 283	20 972	142	33 397	-	(8)	(8)	12 283	20 964	142	33 389

At December 31, 2017, total net value of property, plant and equipment acquired under finance leases amounted to €2,8 million (December 31, 2016: €0,7 million).

The total net carrying amount of tangible assets pledged as of December 31, 2017 amounts to €13 167k (€ 4 406k pledge on buildings, and €8 761k pledge on agricultural machinery and other tangible fixed assets).

As of December 31, 2017 the revaluation of the tangible assets was performed by an independent appraiser. The details of revaluation by class of asset are presented below:

(in thousands of Euros)	*Effect through revaluation surplus*	*Effect through P&L (1)*	*Net impact from revaluation*
Buildings	691	27	**718**
Machinery and equipment (including leasing)	3 340	(55)	**3 285**
Other tangible assets	178	(379)	**(201)**
Impact of revaluation as of December 31, 2017	**4 209**	**(407)**	**3 802**
Deferred tax on revaluation	(156)		(156)
Net impact of revaluation as of December 31, 2017	**4 053**	**(407)**	**3 646**

(1) The difference between the values of impairment of fixed assets recognized in the income statement and presented in the Note 23 is attributed to the different exchange rates applied.

Had the Group's fixed assets been measured on a historical cost basis, their carrying amount would have been as follows:

(in thousands of euros)

Group of property, plant and equipment	**December 31, 2017**
Buildings	4 996
Machinery and equipment and others	8 442
Tangible assets in progress	106
Total	**13 544**

10. Financial assets

(in thousands of Euros)	Non-current		Current		Total
	Non-consolidated subsidiaries (1)	Other financial assets (2)	Term deposit (3)	Other financial assets (4)	
December 31, 2015	**97**	**148**	**15 168**	**1 005**	**16 418**
Change in scope	-	(176)	-	-	**(176)**
Acquisition of subsidiaries	-	-	-	-	**-**
Purchases of financial assets	-	218	5 175	-	**5 393**
Disposals of financial assets	-	(45)	(17 349)	(924)	**(18 318)**
Other transactions	-	3	-	-	**3**
Exchange rate difference	(5)	-	(1 022)	(81)	**(1 108)**
Depreciation	(7)	-	-	-	**(7)**
Transfer toward assets held for sale	-	-	(39)	-	**(39)**
December 31, 2016	**85**	**148**	**1 933**	**-**	**2 166**
Change in scope	-	-	-	-	**-**
Acquisition of subsidiaries	-	-	-	-	**-**
Purchases of financial assets	-	117	9 933	-	**10 050**
Disposals of financial assets	-	(95)	(11 758)	-	**(11 853)**
Other transactions	-	-	-	-	**-**
Exchange rate difference	(10)	-	(108)	-	**(118)**
Depreciation	(15)	-	-	-	**(15)**
December 31, 2017	**60**	**170**	**-**	**-**	**230**

(1) Non-consolidated subsidiaries include 8,96% shares of Agro-Farme, acquired in March 2013, and 10% shares of Agropervomaisk, acquired in 2008.

(2) The "Other financial assets" are mainly a deposit made with a specialized financial intermediary in the scope of liquidity contract concerning transactions on the AgroGeneration share on the NYSE Euronext Alternext market. This contract has been in place since March 1, 2010, the date that the AgroGeneration security was admitted to Alternext. It is in line with the code of ethics of the AFEI approved by the AMF by decision of September 11, 2006.

The amount allocated to this liquidity contract is € 800k as of December 31, 2017. Over the year 2017, and in the application of the liquidity contract, 1 550 000 securities were purchased at the average price of € 0,41 and 1 580 000 securities were sold at the average price of € 0,41.

As of December 31, 2017, the situation of the contract was as follows:

- 582 590 shares valued at € 221k (€ 0,38 / share) were owned by the Group under its liquidity contract.
- The cash position available under this contract came to € 152k which was shown in "Other financial assets" in the above statement.

(3) As of December 31, 2017 the Group did not have term deposits.

(4) As at December 31, 2015 other financial assets are presented by letter of credit.

Reconciliation of movements of financial assets to cash flows arising from financing activities:

(in thousands of Euros)	**Financial assets**		
	Non-current financial assets	**Current financial assets**	**Total**
Balance as of December 31, 2016	**233**	**1 933**	**2 166**
Purchase/sale of treasury shares	24		24
Proceeds from borrowings			-
Repayment of borrowings			-
Pledged term deposits (decrease)/increase		(1 854)	(1 854)
Interest	(17)	29	12
Foreign exchange adjustments	(10)	(108)	(118)
Balance as of December 31, 2017	**230**	**0**	**230**

11. Corporate income tax

11.1. Analysis of Income tax expense – Tax proof

Breakdown of income tax expense is presented below:

(in thousands of euros)	**December 31, 2017**	**December 31, 2016**
Current taxes	(84)	(168)
Deferred taxes	152	6
Total income taxes from continued operations	**68**	**(162)**

The analysis of the income tax expense reveals the following factors:

(in thousands of euros)	**December 31, 2017**	**December 31, 2016**
Accounting profit before tax	(13 245)	(726)
Accounting profit before tax	**(13 245)**	**(726)**
French corporate tax rate	28,00%*	28,00%*
Theoretical income tax (expense) / gain	**3 709**	**203**
Impact from:		
profit/(losses) of agricultural producers exempt from taxation in Ukraine (cf. Note 6.12)	(1 302)	2 149
unrecognised deferred tax assets and unused tax losses	(2 635)	(2 751)
permanent differences between accounting profit and taxable profit	1 203	1 220
used tax losses	117	-
difference between French and foreign tax rates	(1 024)	(983)
Gain / (loss) out of effective taxation	**68**	**(162)**
Income tax expense reported in the consolidated income statement	68	(162)

* For more details refer to note 6.12

11.2. Deferred tax assets and liabilities

Most of the companies of the Group which are subject to income tax (Note 6.12) are in net deferred tax asset position due to accumulated tax losses.

For reference, the total tax loss carry forward for AgroGeneration SA amounts to €42 163k as of December 31, 2017 and €33 537 k as of December 31, 2016 (deferred tax asset €11 806k and €9 390k respectively). As well as for Ukrainian entities the total tax loss carry forward amounts to €25 049k as of December 31, 2017 and €27 166k as of December 31, 2016 (deferred tax asset €4 509k and €4 890k respectively).

The deferred tax asset was not recognised at the end of financial year 2017 since it is unlikely to be recovered in the nearest future.

12. Inventories

(in thousands of Euros)	December 31, 2017 Gross Value	Depreciation	**Net value**	December 31, 2016 Gross Value	Depreciation	**Net value**
Raw materials and other supplies	2 815	(57)	**2 758**	4 579	(68)	**4 511**
Works in progress	6 419	-	**6 419**	7 702	-	**7 702**
Agricultural produce	15 964	(7)	**15 957**	13 030	-	**13 030**
Total	**25 198**	**(64)**	**25 134**	**25 311**	**(68)**	**25 243**

Raw materials and other supplies are inputs to be used in the agricultural campaign 2017/2018, including purchased seeds, fertilizers, fuel, spare parts and other suppliers. ***Work in progress*** includes costs accumulated before crop sowing.

As of December 31, 2017, ***agricultural produce*** representing €15 957 k, is mainly made up of 96 350 tons of crops from the 2017 harvest (77 783 tons as of December 31, 2016).

Depreciation represents write-down provisions of inventory to the net realizable value at the reporting date.

As of December 31, 2017 €9 619k (50 855 tons) of finished goods has been pledged for the trade financing credit facility (€8 223k (50 431 tons) of finished goods has been pledged for the trade financing credit facility as of December 31, 2016)).

13. Biological assets

(in thousands of Euros)	December 31, 2017 Biological assets at cost	Adjustment to fair value	**Fair value**	December 31, 2016 Biological assets at cost	Adjustment to fair value	**Fair value**
Non-current						
Crops in fields	-	-	-	-	-	-
Livestock	94	(23)	71	77	(25)	52
Total non-current biological assets	**94**	**(23)**	**71**	**77**	**(25)**	**52**
Current						
Crops in fields	9 852	6 035	15 887	8 071	3 714	11 785
Livestock	192	(34)	158	130	(31)	99
Total current biological assets	**10 044**	**6 001**	**16 045**	**8 201**	**3 683**	**11 884**
TOTAL BIOLOGICAL ASSETS	**10 138**	**5 978**	**16 116**	**8 278**	**3 658**	**11 936**

The Group's biological assets are cereals and oilseeds that are planted as of December 31, 2017 for harvest in the second half of 2018 in Ukraine. It also includes livestock consisting of meat cows and other cattle.

The biological assets of the Group are measured at fair value less estimated costs to sell and are within level 3 of the fair value hierarchy (for more details refer to Note 6.8). At the balance sheet date, the fair value of ***the current crops in fields*** is determined on the basis of the planted area and the following significant unobservable inputs as of December 31, 2017:

- Crops price
- Crops yields (tonnes per hectare)
- Expected production costs

	December 31, 2017				December 31, 2016			
	Cultivated area (in hectares)	*Average yields (ton / ha)*	*Average price (EURO/ton)*	*Fair value (in kEURO)*	*Cultivated area (in hectares)*	*Average yields (ton / ha)*	*Average price (EURO/ton)*	*Fair value (in kEURO)*
Winter Wheat	38 707	4,7	120	9 930	30 233	4,6	128	7 236
Winter Barley	2 901	5,5	116	899	4 381	5,2	118	1 080
Winter Rapeseed	6 687	2,9	340	4 037	7 316	2,4	375	3 469
TOTAL	**48 295**			**14 866**	**41 930**			**11 785**

If the management team's assumptions as of December 31, 2017, would have been different by 10% better/lower, then the fair value of the biological assets and gross margin would increase/decrease by around € 2 673k.

The significant unobservable inputs used in the fair value measurement of the ***livestock*** are as follows:

- Average number of heads and its weight
- Expected future inflows from livestock

The following table represents movements in biological assets for the years ended December 31, 2016 and 2017:

(in thousands of Euros)	Crops	Livestock	TOTAL
Book value as of December 31, 2015	**14 296**	**386**	**14 682**
Current Biological Assets	14 296	195	14 491
Non-current Biological Assets	-	191	191
Reclassification of work in progress to biological assets	6 793	-	6 793
Costs incurred over the period	41 541	377	41 918
Biological assets decrease due to harvest	(70 231)	(489)	(70 720)
Gain/loss due to change in fair value	**22 276**	**(94)**	**22 182**
Impairment of biological assets	(835)	-	(835)
Assets held for sale	(453)	-	(453)
Exchange rate differences	(1 602)	(29)	(1 631)
Book value as of December 31, 2016	**11 785**	**151**	**11 936**
Current Biological Assets	11 785	99	11 884
Non-current Biological Assets	-	52	52
Reclassification of work in progress to biological assets	7 702	-	7 702
Costs incurred over the period	45 813	174	45 987
Biological assets decrease due to harvest	(60 408)	(45)	(60 453)
Gain/loss due to change in fair value	**14 783**	**(16)**	**14 767**
Impairment of biological assets	(887)	-	(887)
Revaluation of ZACH and VYB	(23)	-	(23)
Exchange rate differences	(2 878)	(35)	(2 913)
Book value as of December 31, 2017	**15 887**	**229**	**16 116**
Current Biological Assets	15 887	158	16 045
Non-current Biological Assets	-	71	71

As of December 31, 2017 €14 863k (48 286 ha) of biological assets have been pledged for the trade financing credit facility (€11 785 (41 930 ha) as of December 31, 2016) (cf. Note 16).

14. Trade and other receivables

(in thousands of Euros)	December 31, 2017	December 31, 2016
Trade receivables	944	341
Prepayments to suppliers (1)	142	133
Other receivables	591	817
Social and tax receivables (excl. VAT receivables)	455	498
VAT receivables (2)	2 009	1 104
Prepaid expenses	122	29
Trade and other receivables	**4 263**	**2 922**

	December 31, 2017	December 31, 2016
Currency:		
Denominated in EUR	118	151
Denominated in USD	651	500
Denominated in UAH	3 494	2 271
Trade and other receivables	**4 263**	**2 922**

The maximum exposure to credit risk as at the balance sheet date amounts to the fair value of each class of receivables mentioned above. The Group has no collateral for hedging.

(1) The advances paid correspond to prepayments to suppliers of inputs for the 2017 harvest.

(2) The VAT receivable mostly includes:

€1 921k represents input VAT of Ukrainian entities.

€77k related to the input VAT of AgroGeneration SA.

15. Cash and cash equivalents

(in thousands of euros)	December 31, 2017	December 31, 2016
Cash at bank and in hand	1 768	3 130
Investment securities	-	-
Cash and cash equivalents	**1 768**	**3 130**

The Cash and cash equivalents are denominated in the following currencies as of December 31, 2017:

	December 31, 2017	December 31, 2016
(in thousands of euros)	**Cash and cash equivalents**	**Cash and cash equivalents**
Currency :		
Denominated in EUR	71	135
Denominated in USD	1 185	891
Denominated in UAH	512	2 104
Total	**1 768**	**3 130**

16. Borrowings

(in thousands of euros)		December 31, 2017 Non-current	Current			TOTAL	December 31, 2016 Non-current	Current			TOTAL
		Borrow-ings	*Borrow-ings*	*Interest*	***Total***		***Borrow-ings***	*Borrow-ings*	*Interest*	***Total***	
OSRANE	*(1)*	**1 096**	4 015	1 182	**5 197**	**6 293**	**5 141**	3 375	1 187	**4 562**	**9 703**
Financial lease	*(2)*	**1 251**	823	-	**823**	**2 074**	**217**	329	-	**329**	**546**
Bank borrowings	*(3)*	-	34 013	409	**34 422**	**34 422**	-	30 840	461	**31 301**	**31 301**
Other financial debt	*(4)*	**2 186**	1 644	585	**2 229**	**4 415**	-	2 976	360	**3 336**	**3 336**
Total borrowings		**4 533**	40 495	2 176	**42 671**	**47 204**	**5 358**	37 520	2 008	**39 528**	**44 886**

(1) As of December 31, 2017, the amortised cost of OSRANE amounts to €5.1 m and accrued interest to €1,18 m.

(2) Current and non-current lease payments are presented at the present value of the future minimum lease payments (cf. Note 27.2).

(3) Bank borrowings include borrowing from Alfa-Bank Ukraine (€28,5 m), EBRD (€3,5 m), The First Ukrainian International Bank (FUIB) (€1,29 m) and Credit Agricole Ukraine (€0,77 m).

In the scope of the borrowings with Alfa-Bank Ukraine, the Group has pledged part of its current and non-current assets including:

- Some of the Fixed assets (Buildings and Agricultural machinery; cf. Note 9), includes some pledges to Credit Agricole Ukraine and FUIB
- Short-term deposits (cf. Note 10),
- Some of the biological assets (cf. Note 13),
- Shares in Ukrainian and Cyprus subsidiaries
- Some of the inventories (cf Note 12), includes some pledges to Credit Agricole Ukraine

The shares in the subsidiaries Marrimore, AJU, AFU and UCD are pledged to the benefit of the European Bank of Reconstruction and Development (EBRD) in the scope of the financing agreement signed in 2011.

In accordance with the agreement signed on September 29, 2011, EBRD obtained 850 000 warrants which entitle EBRD for additional 850 000 shares with exercise price of €2,05, these warrants have been classified as equity instruments.

The shares in Harmelia, Wellaxo, Zeanovi, Azent and HAR, BAR, DON, NST, POD, AgroDom, LAN, UNA, APK, AGG UA, Tornado, VKL, AGZ, BUR are pledged to the benefit of Alfa-Bank Ukraine as part of loan agreement.

The loans granted by the Alfa-Bank Ukraine, EBRD and FUIB are subject to covenants. The Group is not compliant with some of these covenants. The loan granted by EBRD was classified as short-term as of December 31, 2017.

(4) Other financial debt relates to the borrowings from a private investor (€1.6 m) and related party Konkur (€2.19m).

The maturity of the current and non-current borrowings is as follows:

(in thousands of euros)	2018	2019	2020	2021 and after	Total
OSRANE	5 197	1 096	-	-	6 293
Financial lease	823	744	324	183	2 074
Bank borrowings	34 422	-	-	-	34 422
Other financial debt	2 229	2 186	-	-	4 415
Total borrowings	**42 671**	**4 026**	**324**	**183**	**47 204**

Details of the variable-rate and fixed-rate borrowings (excluding interest):

	December 31, 2017		December 31, 2016	
(in thousands of euros)	Variable	Fixed	Variable	Fixed
OSRANE	-	5 111	-	8 516
Bank borrowings	3 496	30 517	5 323	25 517
Financial lease	754	1 320	401	145
Other financial debt	-	3 830	-	2 976
Total borrowings	**4 250**	**40 778**	**5 724**	**37 154**

The carrying amounts of the Group's borrowings are denominated in the following currencies:

(in thousands of euros)	December 31, 2017	December 31, 2016
Currency:		
EUR	9 877	9 703
USD	36 541	35 183
UAH	786	
Total borrowings	**47 204**	**44 886**

Reconciliation of movements of borrowings to cash flows arising from financing activities:

(in thousands of Euros)	Osrane	Finance leases	Bank Borrowings and other financial debts	Total
Balance as of December 31, 2016	**9 703**	**546**	**34 637**	**44 886**
Proceeds from borrowings		3 302	10 028	13 330
Repayment of borrowings		(1 682)	(4 312)	(5 994)
Interest accrued		-	173	173
Foreign exchange asjustments		(148)	(4 472)	(4 620)
Other non-cash movements	(3 410)	56	2 783	(571)
Balance as of December 31, 2017	**6 293**	**2 074**	**38 837**	**47 204**

The average interest rates of the Group by currency are:

Currency	December 31, 2017	December 31, 2016
EUR	9,2%	8,0%
USD	11,3%	12,7 %
UAH	17,5%	-

17. Share Capital

	Share capital in euros	Number of shares	Share premium in euros
December 31, 2015	**4 925 469**	**98 509 388**	**168 954 596**
Additional shares issued (OSRANE redemption)	83 203	1 664 060	694 697
December 31, 2016	**5 008 672**	**100 173 448**	**169 649 293**
Additional shares issued (OSRANE redemption)	37 168	743 356	323 732
Attribution of free shares	14 750	295 000	(14 750)
December 31, 2017	**5 060 590**	**101 211 804**	**169 958 275**

Instruments in circulation as of December 31, 2017

As of December 31, 2017 the financial instruments in circulation and the respective numbers of shares that could be issued by exercise of these instruments are presented below:

	Number of instruments	Potential additional shares
BSPCE	5 327	106 540
Stock-options	1 317 833	1 317 833
EBRD warrants	850 000	850 000
OSRANE (1)	586 422	117 284 400
Konkur warrants	1 379 487	2 519 544
Total number of potential additional shares		**122 078 317**

(1) The number of OSRANE potential additional shares is calculated considering 200 shares per OSRANE (the number maximum which could be redeemed on December 31, 2017).

18. Provisions

(in thousands of euros)	Provisions for litigation	Provisions for liabilities and expenses	Total
December 31, 2015	-	-	-
Additionnal	49	490	**539**
Exchange rate differences	-	-	-
December 31, 2016	**49**	**490**	**539**
Additionnal	-	-	-
Reversal (used)	-	(470)	**(470)**
Reversal (unused)	(39)	-	**(39)**
Other variations	-	(20)	**(20)**
Exchange rate differences	(2)	-	**(2)**
December 31, 2017	**8**	**0**	**8**

The management closely monitors legal and tax litigations and assesses the relating risks.

As of December 31, 2016 the Group accrued a provision of EUR0.47m for tax risks related to Cyprus affiliates of the Group, which has been transformed in tax liabilities of EUR0.44m as of December 31, 2017.

As of December 31, 2017, the Group is not exposed to any other significant legal or tax litigation.

For more details on the risks of changes related to the legal and fiscal environment refer to the Note 3.2.

19. Trade and other payables

(in thousands of Euros)	December 31, 2017	December 31, 2016
Trade payables	7 967	2 435
Advance payments received	2 118	477
Social & tax payables	1 386	1 741
VAT payables	401	755
Deferred income	132	57
Other payables	1 056	830
Payables on the purchase of subsidiary	531	2 653
Trade and other payables	**13 591**	**8 948**

The Trade and other payables are denominated in the following currencies :

(in thousands of Euros)	December 31, 2017	December 31, 2016
Currency:		
Denominated in EUR	1 612	1 077
Denominated in USD	9 510	4 425
Denominated in UAH	2 469	3 446
Trade and other payables	**13 591**	**8 948**

20. Financial assets and liabilities

Financial assets and liabilities are classified as follows in accordance with IFRS 7:

Financial assets and liabilities by category and fair value as of December 31, 2017

(in thousands of Euros)	Note	Measured at amortised cost	Measured at fair value		Total carrying amount December 31, 2017	Valued at cost	Financial instrument at fair value hierarchy under IFRS 7		
			through profit or loss	*through share-holders' equity*			*Level 1: quoted prices and cash*	*Level 2: valuation based on obser-vable market data*	*Level 3: valuation based on unobser-vable market data*
Assets									
Financial assets (non-current)	10								
Shares in non-consolidated subsidiaries				60	60	60			
Other financial assets		10	160		170	10	160		
Financial assets (current)	10								
Term deposits					-				
Other financial assets									
Trade and other receivables	14	1535			1 535	1 535			
Cash and cash equivalents	15		1 768		1 768		1 768		
Liabilities									
OSRANE	16	(6 293)			(6 293)	(6 293)			
Non-current and current bank borrowings	16	(34 422)			(34 422)	(34 422)			
Non-current and current financial lease	16	(2 074)			(2 074)	(2 074)			
Other financial debt	16	(4 415)			(4 415)	(4 415)			
Trade and other payables	19	(11 341)			(11 341)	(11 341)			

Financial assets and liabilities by category and fair value as of December 31, 2016

(in thousands of Euros)	Note	Measured at amortised cost	Measured at fair value: *through profit or loss*	Measured at fair value: *through share-holders' equity*	Total carrying amount December 31, 2016	Valued at cost	Financial instrument at fair value hierarchy under IFRS 7: *Level 1: quoted prices and cash*	Financial instrument at fair value hierarchy under IFRS 7: *Level 2: valuation based on obser-vable market data*	Financial instrument at fair value hierarchy under IFRS 7: *Level 3: valuation based on unobser-vable market data*
Assets									
Financial assets (non-current)	10								
Shares in non-consolidated subsidiaries				85	85	85			
Other financial assets		12	97		109	12	97		
Financial assets (current)	10								
Term deposits			1 972		1 972		1 972		
Other financial assets									
Trade and other receivables	14	1 158			1 158	1 158			
Cash and cash equivalents	15		3 130		3 130		3 130		
Liabilities									
OSRANE	16	(9 703)			(9 703)	(9 703)			
Non-current and current bank borrowings	16	(31 301)			(31 301)	(31 301)			
Non-current and current financial lease	16	(546)			(546)	(546)			
Other financial debt	16	(3 336)			(3 336)	(3 336)			
Trade and other payables	19	(8 891)			(8 891)	(8 891)			

21. Revenues from operating activities

(in thousands of euros)	2017	2016
Sales of agricultural produce (1)	53 238	59 481
Services and others (2)	957	782
Total revenue from operating activities	**54 195**	**60 263**

(1) In 2017, AgroGeneration sold 309 561 tons of cereals and oilseeds

(2) The services are mainly composed of activities of drying, storage or loading grain for third parties.

Detail of revenue by geographical region:

(in thousands of euros)	2017	2016
Ukraine	26 061	40 730
France	28 134	19 533
Total revenue	**54 195**	**60 263**

Detail of revenue by harvest:

(in thousands of Euros)	2017	2016
Crops revenue	**53 201**	**59 151**
Harvest 2015	-	3 488
Harvest 2016	11 430	55 663
Harvest 2017	41 771	-
Livestock	**37**	**330**
Services & Other	**957**	**782**
Total Revenue	**54 195**	**60 263**

There is one significant client to which the Group sold the goods for €6,3m in 2017 (two significant client in 2016 with sales of €18,9m) which represent 11,65% (31,3% in 2016) of the total revenue. The revenue from other clients is individually less than 10%.

22. Functional costs / costs by nature

(in thousands of euros)	2017	2016
Cost of sales	(52 933)	(59 237)
Administrative & Selling expenses	(12 663)	(11 834)
Costs by function	**(65 596)**	**(71 071)**
Raw materials, purchases services and leasing	(39 721)	(37 239)
Personnel costs	(6 956)	(6 641)
Depreciation	(6 245)	(7 017)
Fair value and impairment adjustment (for goods sold)	(11 490)	(18 482)
Other expenses	(1 184)	(1 692)
Costs by nature	**(65 596)**	**(71 071)**

On average, in 2017 the Group had 1 503 employees.

23. Other income and expense

(in thousands of euros)	2017	2016
Proceeds from fixed assets sold	49	45
Reversal of provision for liabilities and expenses	39	-
Government grant	180	1 021
Other income	219	869
Other operating Income	**487**	**1 935**
Net book value of fixed assets sold	(199)	(94)
Impairment from fixed assets revaluation (1)	(453)	-
Provision for liabilities and expenses	-	(539)
Net result (loss) from sale of investment (2)	(1 442)	-
Other expenses	(915)	(899)
Other operating expenses	**(3 009)**	**(1 532)**
Other operating income and expenses	**(2 522)**	**403**

(1) Decrease in value of fixed assets consequent to the revaluation (cf Note 9). The difference between values of impairment of fixed assets recognized in the income statement and presented in Note 9 is attributed to the different exchange rates applied.

(2) Relates to disposal of ZACH and VYB (cf Note 2.1)

24. Net financial income / (expenses)

(in thousands of euros)		2017	2016
Cost of debt	(1)	(6 579)	(7 405)
Foreign exchange gains and losses		(5 779)	(4 734)
realised foreign exchange gains/losses	(2)	*(132)*	*(1 752)*
unrealised foreign exchange gains/losses	(3)	*(5 647)*	*(2 982)*
Other		(1 731)	(364)
Net financial expense		**(14 089)**	**(12 503)**

Interest expense

(1) Cost of debt is mostly composed of:

€1 344 k interest on OSRANE

€4 537 k interest on bank loans.

Foreign exchange gains and losses

The Group's foreign currency denominated monetary assets and liabilities as of December 31, 2017 consist of USD and EURO denominated loans and other debts. Other monetary assets and liabilities are not significant.

Due to the impact of the current political situation on the volatility of Ukrainian hryvnia (cf. Note 3.3), the exchange rate Ukrainian hryvnia/USD fluctuated during the year and as of reporting date changed from 27.1909 UAH/USD on December 31, 2016 to 28,07 UAH/USD on December 31, 2017.

(2) Realised foreign exchange gains and losses (net amount €132 k loss) generated by the Group in 2017 due to the change in foreign exchange rate between the dates when the liability/asset was recognised and when it was settled.

(3) Unrealised foreign exchange gains and losses generated by the Group in 2017 due to the translation of all monetary items of Ukrainian entities and holding companies (mostly bank loans and intercompany loans) from foreign currency (mostly USD) into functional currency (UAH and EUR respectively). Unrealised foreign exchange loss generated included:

- **€712** k loss mostly related to the bank loans and other debt;
- **€4 936** k loss related to the inter-company loans, interest on loans and other ICO debt between Ukrainian, Cyprus and French entities.

Note that certain intercompany loans are classified as net investments (cf Note 6.3 (b)), therefore, corresponding unrealised foreign exchange loss (€ **10 545** k) is recognised directly in equity.

25. Earnings per share

The basic earnings per share are calculated by dividing:

- The net earnings (group share)
- By the weighted average number of ordinary shares in circulation during the financial year.

The diluted earnings per share are calculated by dividing:

- The net earnings (group share) taking into account the instruments that cause dilution,
- By the weighted average number of ordinary shares in circulation during the financial year plus the weighted average number of ordinary shares that would have been issued following the conversion of all the potential ordinary shares that cause dilution into ordinary shares.

(in thousands of euros)	**2017**	**2016**
Net consolidated income / (loss) - group share (K€)	**(13 177)**	**(888)**
Dilution impact (K€)	-	-
Net consolidated income / (loss) after dilution impact	**(13 177)**	**(888)**
Weighted average number of ordinary shares	220 175 536	224 597 197
Potential dilution	-	-
Weighted average number of shares after dilution impact	220 175 536	224 597 197
Net income / (loss) per share (Euros) - group share	**(0,06)**	**(0,00)**
Net income / (loss) per share (Euros) after dilution - group share	**(0,06)**	**(0,00)**

Over the year 2017, the potential ordinary shares that would have been issued after the conversion of the stock-options, warrants or BSPCE are not included in the measurement, since they have an anti-dilutive effect.

26. Share-based compensation

26.1. Allocation of BSPCE warrants

(a) Plan of 50,000 enterprise founder share warrants (BSPCE warrants) (December 6, 2007).

There is a warrants plan for employees (BSPCE) of the Ex-AgroGeneration Group. The plan was implemented in December 2007 with a vesting period of three years. The exercise of a BSPCE provided entitlement to 20 shares with a nominal value of € 0.05. The exercise price of each BSPCE is € 2.50. The exercising conditions of the plan were changed in January 2010 according to the status of the beneficiaries (present and former employees):

- The beneficiaries, providing evidence of the status of employee or officer of the company as of January 26, 2010, can exercise half the BSPCE warrants that may be exercised on July 1, 2010, subject to providing evidence of the status of employee or officer of the company without interruption until July 1, 2010, and the other half on July 1, 2011 if they can provide evidence of the status of employee or officer of the company without interruption until that date. The maximum number of BSPCE warrants that may be exercised for this category of beneficiaries as of December 31, 2013 is 500.
- The former employees up to January 26, 2010 may exercise their warrants as of January 1, 2011, for twelve years as of the date of their issuance, and are subject to conditions of net minimum internal rate of return achieved by GreenAlliance on its investment within the Company. As of December 31, 2013, the maximum number of BSPCE warrants able to be exercised was 4 827.

This makes a total of 5 327 BSPCE warrants able to be exercised as of December 31, 2017.

(b) Summary of the BSPCE warrant subscription plan

	2017	2016
Number of share-warrants that can be issued at the beginning of the period	5 327	5 327
Number of share-warrants due to change in scope		
Number of share-warrants issued during the period		
Number of share-warrants converted during the period		
Number of share-warrants lost during the period		
Number of BSPCE that can be issued at the end of the period	**5 327**	**5 327**

(c) Valuation Model

These warrants were valued at their issuance using the Monte Carlo method. The main assumptions are:

- Risk free rate: 3.79%
- Turnover Rate: 0.00%
- Volatility: 50.00%

26.2. Allocation of stock-options

(a) Plan to issue 533 000 options (January 26, 2009)

On January 26, 2009, pursuant to the delegation given by the Special General Meeting held on June 26, 2008, after the consent of the Supervisory Board given on January 30, 2009, the Executive Board of Ex-AgroGeneration Group distributed 533 000 stock options. Each stock option provides entitlement to a share at the strike price of € 2,02. These stock options are approved in thirds over three years and can be exercised after the fourth year (on January 26, 2013) in blocks of 25% minimum until 2019.

This plan was replaced subsequently, for all the options but 50 000, by the plan dated January 26, 2010.

The number of remaining options as of December 31, 2017 is 50 000.

(b) Plan to issue 483 000 options (January 26, 2010)

On January 26, 2010, pursuant to the delegation given by the Special General Meeting held on December 7, 2009, after the consent of the Supervisory Board given on January 14, 2010, the Executive Board of Ex-AgroGeneration Group issued 483 000 stock options, each one providing entitlement to one share at the strike price of € 1,79. The beneficiary must provide evidence of his status as an employee or officer of the Group as of January 1, 2013, and if he / she separates from the company prior to that date, he / she will lose, unless authorized otherwise by the Executive Board:

- 1/6 of his / her options if he / she separates from the company after July 1, 2012 and before January 1, 2013,
- 2/6 of his / her options if he / she separates from the company after January 1, 2012 and before July 1, 2012,
- 3/6 of his / her options if he / she separates from the company after July 1, 2011 and before January 1, 2012,
- 4/6 of his / her options if he / she separates from the company after January 1, 2011 and before July 1, 2011,
- 5/6 of his / her options if he / she separates from the company after July 1, 2010 and before January 1, 2011,
- all of his / her options if he / she separates from the company after January 1, 2010 and before July 1, 2010.

The options can be exercised for ten years with a latency period of 4 years from the date of grant (January 26, 2014).

The number of remaining options as of December 31, 2017 is 405 333.

(c) Plan to issue 400,000 options (February 24, 2010)

On February 24, 2010, pursuant to the delegation given by the Special General Meeting held on December 7, 2009, and after the consent of the Supervisory Board given on February 23, 2010, the Executive Board of Ex-AgroGeneration Group decided to issue 400,000 stock options, the strike procedures of which are identical to the Plan to issue 483 000 options on January 26, 2010 (strike price of € 1,79, condition of presence, strike period of ten years including a four-year latency period).

The number of remaining options as of December 31, 2017 is 400 000.

(d) Plan to issue 850,000 options (December 9, 2011)

On December 9, 2011, pursuant to the delegation given by the Special General Meeting held on June 7, 2011, and after the consent of the Supervisory Board given on July 12, 2011, the Executive Board of Ex-AgroGeneration

Group decided to issue 850 000 stock options, each one providing entitlement to one share pursuant to the following strike procedures:

- Strike price of € 1,95,
- Conditions of presence:

  If the beneficiary has more than three years of seniority as of December 9, 2011, he / she must provide evidence of his / her status as an employee or officer of the Group as of July 1, 2014, and if he / she separates from the company prior to that date, he / she will lose, unless authorized otherwise by the Executive Board:

- 1/6 of his / her options if he / she separates from the company after January 1, 2014 and before July 1, 2014,
- 2/6 of his / her options if he / she separates from the company after July 1, 2013 and before January 1, 2014,
- 3/6 of his / her options if he / she separates from the company after January 1, 2013 and before July 1, 2013,
- 4/6 of his / her options if he / she separates from the company after July 1, 2012 and before January 1, 2013,
- 5/6 of his / her options if he / she separates from the company after January 1, 2012 and before July 1, 2012,
- all of his / her options if he / she separates from the company before January 1, 2012.

If the beneficiary has between one and three years of seniority as of December 9, 2011, he / she must provide evidence of his / her status as an employee or officer of the Group as of July 1, 2015, and if he / she separates from the company prior to that date, he / she will lose, unless authorized otherwise by the Executive Board:

- 1/8 of his / her options if he / she separates from the company after January 1, 2015 and before July 1, 2015,
- 2/8 of his / her options if he / she separates from the company after July 1, 2014 and before January 1, 2015,
- 3/8 of his / her options if he / she separates from the company after January 1, 2014 and before July 1, 2014,
- 4/8 of his / her options if he / she separates from the company after July 1, 2013 and before January 1, 2014,
- 5/8 of his / her options if he / she separates from the company after January 1, 2013 and before July 1, 2013,
- 6/8 of his / her options if he / she separates from the company after July 1, 2012 and before January 1, 2013,
- 7/8 of his / her options if he / she separates from the company after January 1, 2012 and before July 1, 2012,
- all of his / her options if he / she separates from the company before January 1, 2012.

If the beneficiary has less than one year of seniority on December 9, 2011, he / she must provide evidence of his / her status as an employee or officer of the Group as of July 1, 2015, and if he / she separates from the company prior to that date, he / she will lose, unless authorized otherwise by the Executive Board:

- Half of his / her options if he / she separates from the company after July 1, 2013 and before July 1, 2015,
- All of his / her options if he / she separates from the company before July 1, 2013.
- Strike period of ten years including a 4-year latency period.

The number of remaining options as of December 31, 2017 is 462 500.

(e) Summary of the stock-options subscription plan

	2017	2016
Number of stock options at the beginning of the period	1 317 833	1 317 833
Number of stock options due to change in scope		
Number of stock options attributed during the period		
Number of stock options replaced during the period		
Number of stock options lost during the period		
Number of stock options converted during the period		
Number of stock options at the end of the period	**1 317 833**	**1 317 833**

(f) Valuation model

The major computation assumptions used in the issuance of each stock option plan are as follows:

Plans	Risk-free rate	Turnover	Volatility	Valuation model
2009 and 2010	2.80%	0%	50%	Binomiale
December 9, 2011	2.85%	7.50%	31%	Black & Scholes

Expected volatility for the 2009 and 2010 plans was determined from the historical volatility of a group of comparable companies over a period comparable to the period of vesting.

The expected volatility of the 2011 plan was estimated on the basis of the historical volatility of AgroGeneration.

26.3. Free shares

In July 2016 the Board of Directors approved a free allocation of 295000 of existing or new shares to some employees of the Group. Free allocation will become definitive in July 5, 2017, provided that the beneficiary has not left the Group till that date. The employees should hold the share for one year after the free share allocation. These free shares have been distributed in July 2017.

In 2017 the Group recognized EUR63k of expenses related to this share allocation.

27. Commitments

27.1. Financing-related commitments

The Group's commitments related to debt and financial instruments are discussed in Note 16.

27.2. Commitments related to operating activities

Non-current assets acquired under finance leases are recognized as an asset as well the liabilities related to its financing are recognized in the consolidated balance sheet.

At December 31, 2017, €2 546 thousands of future minimum lease payments due under finance leases concerned agricultural machinery and vehicles. Total assets under finance leases recognized in consolidated assets amounted to €2,8 million at December 31, 2017 (December 31, 2016: €0,7 million).

(in thousands of Euros)	December 31, 2017	December 31, 2016
Future minimum lease payments		
Due within 1 year	1 063	418
Due in 1 to 5 years	1 483	268
Due beyond 5 years	-	-
Total minimum lease payments	**2 546**	**686**
Less finance cost	(472)	(140)
Present value of future minimum lease payments	**2 074**	**546**

Obligations under operating leases

The Group leases land, offices, manufacturing and warehouse equipment, vehicles and other equipment under various operating leases.

The amounts presented in the table below correspond to the future minimum payments that will need to be made in accordance with these contracts:

(in thousands of euros)	December 31, 2017	December 31, 2016
Due within 1 year	8 183	7 389
Due in 1 to 5 years	26 472	20 598
Due beyond 5 years	22 047	17 931
Total	**56 702**	**45 918**

The Group's commitments correspond mainly to rents on leased farmland (2017: 109 878 ha for an average residual term of 7,5 years, 2016: 110380 ha for an average residual term of 7 years).

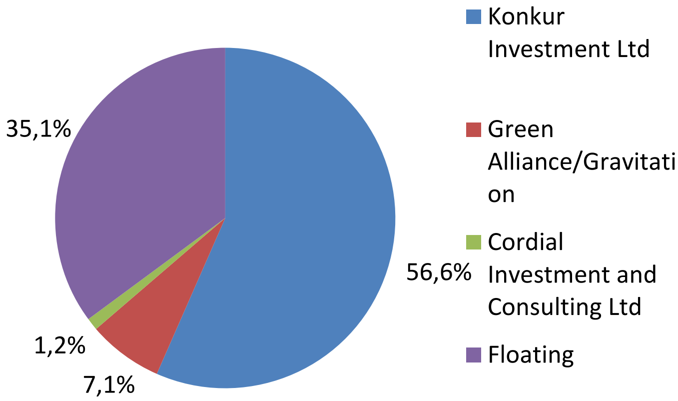
28. Related parties

28.1. Ownership and governance

(a) Ownership

As of December 31, 2017, the shareholding is divided as follows:

Shareholding structure as of December 31, 2017



Konkur: investment holding company controlled by SigmaBleyzer fund, the ultimate parent for the Group.

Green Alliance/Gravitation: holding company controlled by Charles Beigbeder

Cordial Investment and Consulting Ltd: holding company controlled byPierre Danon

Neither the ultimate parent nor the next senior parents produce consolidated financial statements available for public use.

(b) Governance

On October 11th, 2013, the company changed its corporate governance from Executive Board and Supervisory Board to Board of Directors. The Board of Directors is composed of eleven members.

The company also has an Audit Committee and a Remuneration Committee which meet regularly and which are composed of some members of the Board of Directors, as explained below.

Following the debt restructuring, and in view of the new shareholders' structure after the issuance of OSRANE, the Group has changed its governance in April 2015: 4 out of 5 directors representing the historical shareholders left the Board. The Board of Directors is now composed of 7 members, presided by Michael Bleyzer, the Chairman, and, Pierre Danon, the Deputy Chairman.

Board of Directors

- Chairman: Michael Bleyzer
- Deputy Chairman: Pierre Danon

Other members:

- Lev Bleyzer (SigmaBleyzer) * / **
- Valeriy Ivanovich Dema (SigmaBleyzer)
- Neal Warren Sigda (SigmaBleyzer) * / **
- John Shmorhun (CEO AgroGeneration)
- Guillaume James (Gravitation)*

** member of the Remuneration Committee*
***member of the Audit Committee*

Compensation of the members of the Board of Directors

The general shareholders' meeting of AgroGeneration did not allocate any directors' fees or any other compensation for the members of the Board of Directors over this period. As a consequence, benefits to be disclosed only concern the CEO of the Group. The remuneration of John Shmorhun, CEO AgroGeneration, is mentioned in Note *28.2 Transactions with related parties*.

28.2. Transactions with related parties

Material transactions entered into over the period and remaining balances as at December 31, 2017 with parties that have significant influence over the Group are as follows:

	December 31, 2017		2017		December 31, 2016		2016	
kEURO	ASSETS	LIABILITIES	INCOME	EXPENSE	ASSETS	LIABILITIES	INCOME	EXPENSE
SigmaBleyzer group : *various entities under common control*								
Management Fees	-	(63)	-	(278)	-	(115)	-	(233)
Consulting services	-	-	-	(50)	45	(102)	-	(289)
Rent of premises	-	-	-	(1)	-	-	-	(1)
Payment of legal and tax expenses	-	-	-	-	34	-		-
Prepayment	-	-	-	-	324	-		-
Loans	-	(2 186)	-	-	-	(1099)	-	-
Interest on loans	-	(101)	-	(124)	-	(132)	-	(120)
Safari Arms : *controlled by a member of the Board of Directors*								
Security services	-	(220)	-	(1 007)	-	(625)	-	(1015)
John Shmorhun *Key management*								
Consulting services	-	-	-	(591)	-	-	-	(381)
Cordial Consulting : *Controlled by a member of the Board of Directors*								
Consulting services	-	(31)	-	(123)	-	(24)	-	(91)
TOTAL	-	(2 601)	-	(2 174)	403	(2 097)	-	(2 130)

29. Fees paid to the auditors

(in thousands of euros)	December 31, 2017	December 31, 2016
Certification		
EY network	227	229
Finexsi Audit	45	45
Other services		
EY network	102	170
Finexsi Audit	2	12
Total fees	**376**	**456**

30. List of consolidated companies

All companies are fully consolidated.

#	Name	Conso name	Registered office	Activity	December 31, 2017	December 31, 2016
					% of interest	% of interest
1	AgroGeneration	AgroGeneration	Paris - France	Group Holding	Consolidating entity	Consolidatin g entity
2	Marrimore Holdings Ltd	Marrimore	Nicosia - Cyprus	Holding company	100%	100%
3	Haberly Properties Ltd (1)	Haberly	Nicosia - Cyprus	Holding company	-	100%
4	Harmelia Investments Limited	Harmelia	Nicosia - Cyprus	Holding company	100%	100%
5	Zeanovi Limited	Zeanovi	Nicosia - Cyprus	Holding company	100%	100%
6	Wellaxo Investments Limited	Wellaxo	Nicosia - Cyprus	Holding company	100%	100%
7	Azent Limited Company	Azent	Nicosia - Cyprus	Holding company	100%	100%
8	Zito Investments Limited (1)	Zito	Nicosia - Cyprus	Holding company	-	100%
9	UCD Ukraine	UCD UA	Kiev - Ukraine	Service operating company	100%	100%
10	AgroGeneration Ukraine LLC	AGG UA	Kiev - Ukraine	Service operating company	100%	100%
11	Agrofuel Ukraine	Agrofuel	Kiev - Ukraine	Trading company	100%	100%
12	AFT-Agro	AFT	Kiev - Ukraine	Service operating company	100%	100%
13	Agroziom	AGZ	Sumy - Ukraine	Agricultural producer	100%	100%
14	APK Agroziom LLC (2)	AGZ	Sumy - Ukraine	Service operating company	100%	-
15	Vinal Agro	VKD	Lviv - Ukraine	Agricultural producer	100%	100%
16	Knyazhi Lany (VKL)	VZL	Lviv - Ukraine	Agricultural producer	100%	100%
17	Zborivski Lany (VZB)	VZL	Ternopol - Ukraine	Agricultural producer	100%	100%
18	Agrodruzstvo Jevisovice Ukraine	AJU	Ternopol - Ukraine	Agricultural producer	100%	100%
19	Lishchynske	VLY	Zhitomir - Ukraine	Agricultural producer	100%	100%
20	Agro Fund Terestchenko	AFT	Zhitomir - Ukraine	Agricultural producer	100%	100%
21	APK Novy Stil LLC	NST	Kharkiv - Ukraine	Service operating company	100%	100%
22	APK Donets LLC	DON	Kharkiv - Ukraine	Agricultural producer	100%	100%
23	Burlukskoje PC	BUR	Kharkiv - Ukraine	Agricultural producer	100%	100%
24	Zachepylivske LLC (3)	ZACH	Kharkiv - Ukraine	Agricultural producer	-	100%
25	AF Barvenkovskaya LLC	BAR	Kharkiv - Ukraine	Agricultural producer	100%	100%
26	APK Ukraina Nova LLC	APK	Kharkiv - Ukraine	Service operating company	100%	100%
27	AF Podoljevskaja LLC	POD	Kharkiv - Ukraine	Agricultural producer	100%	100%
28	FG Podoljevskaja	POD	Kharkiv - Ukraine	Service operating company	100%	100%
29	AF Ukraina Nova LLC	UNA	Kharkiv - Ukraine	Agricultural producer	100%	100%
30	Lan LLC	LAN	Kharkiv - Ukraine	Agricultural producer	100%	100%
31	Vybor LLC (3)	VYB	Kharkiv - Ukraine	Agricultural producer	-	100%
32	Harmelia Trading LLC	HAR	Kharkiv - Ukraine	Trading company	100%	100%
33	Agro Dom Plus	AgroDom	Kharkiv - Ukraine	Service operating company	100%	100%
34	Register LLC	Registr	Kharkiv - Ukraine	Service operating company	100%	100%
35	Tornado Agro-holding PC	Tornado	Kharkiv - Ukraine	Service operating company	100%	100%

(1) As a result of Group restructuring starting from January, 2017 Zito Investments Limited and Haberly Properties are merged with Harmelia Investments Limited and Marrimore Holdings Ltd (correspondingly) and ceased to exist as separate legal entities.
(2) On January 16, 2017 the Group established legal entity APK Agroziom.
(3) In May 15, 2017 the Group sold Vybor LLC and Zachepylivske LLC