



**AgroGeneration announces the first drawdown of redeemable bonds (ORNANE) accompanied by stock warrants (BSA) under the financing agreement entered into on June 6, 2018, with the European High Growth Opportunities Securitization Fund**

Paris, July 4, 2018

**AgroGeneration** announces that the financing has been officially set with the European High Growth Opportunities Securitization Fund with the issuance of 300 issuance warrants ("**Issuance Warrants**") of bonds redeemable into cash and/or new and/or existing shares ("**ORNANE**"), with stock warrants ("**BSA**") attached (the ORNANE and BSA together referred to as the "**ORNANE-BSA**") (the "**Initial Tranches**").

In its press release dated June 6, 2018, AgroGeneration announced the signing of an issuance agreement with the European High Growth Opportunities Securitization Fund in order to set up a financing line via the issuance of 2,000 Issuance Warrants, corresponding to 2,000 ORNANE with a nominal value of €10,000 each, accompanied by BSA with a total maximum bond issuance nominal value of €20 million (the "**Issuance Agreement**"), subject to the shareholders' approval.

The extraordinary and ordinary general meeting of AgroGeneration shareholders, which met on June 26, 2018 (the "**General Meeting**"), voted in favor of this financing.

Using the delegation of authority that was granted to it under the tenth resolution of the General Meeting, the Board of Directors met on July 2, 2018 to decide on the issuance of 300 Issuance Warrants to the European High Growth Opportunities Securitization Fund (the "**Investor**"). The Managing Director was given the task of issuing the securities and of recording the payment of subscriptions on July 4, 2018.

These Issuance Warrants were fully subscribed by the Investor. As provided by the Issuance Agreement, the Investor immediately exercised 100 Issuance Bonds and subscribed to 100 ORNANE of a nominal value of €10,000 each, representing a first tranche of ORNANE with a nominal amount of €1 million. These ORNANE are issued together with 1,063,829 immediately detached BSA with an exercise price of €0.47 each (corresponding to 130% of the lowest average daily volume-weighted AgroGeneration share price over the 10 trading days before July 4, 2018), which, if fully exercised, are liable to generate an additional equity injection of €500,000 for the Company.

The remaining 200 Issuance Bonds will be exercised by the Investor in accordance with a predetermined schedule as set out below, and will entitle to the issuance of 200 ORNANE of a total nominal amount of €2 million. The ORNANE will also be issued together with BSA (the number of which will be determined at the date of drawdown of the corresponding ORNANE), which will be immediately detached and will have a unit exercise price equal to 130% of the lowest average daily volume-weighted AgroGeneration share price over the 10 trading days immediately preceding the issuance date of the ORNANE tranche to which they are attached.

If the BSA attached to these 200 ORNANE are fully exercised, they will be likely to generate an additional equity injection of €1 million for the Company.





The Issuance Bonds will be automatically exercised, subject to certain conditions being met, at 20 trading day intervals according to the following schedule:

- August 1, 2018** Drawdown of the second Initial Tranche of €1 million
- August 29, 2018** Drawdown of the third Initial Tranche of €1 million

If the program is suspended, AgroGeneration will immediately publish a press release.

On its website, AgroGeneration will display and update a table recording the Issuance Warrants, ORNANE, BSA and the number of shares outstanding.

The terms of the ORNANE-BSA are described in detail in the AgroGeneration press release dated June 6, 2018, which may be found on the Company's website ([www.agrogeneration.com](http://www.agrogeneration.com)).

The reader's attention is drawn to the fact that:

- AgroGeneration will pay the Investor a commitment fee, equal to 5% of each Initial Tranche, in the form of ORNANE subscribed by the Investor by way of setoff;
- Following these three Initial Tranches, the program will be automatically suspended so that AgroGeneration can assess the consequences of the issuance of the Initial Tranches and resume the program with the Board of Directors' approval. If the program is resumed, AgroGeneration will publish a new press release;
- Whether or not AgroGeneration obtains the €1.5 million corresponding to full exercise of the BSA attached to the Initial Tranches will mainly depend on the warrant holder's (European High Growth Opportunities Securitization Fund) intention to exercise all or part of the BSA, on the AgroGeneration share price and on the volumes traded on Euronext Growth Paris.

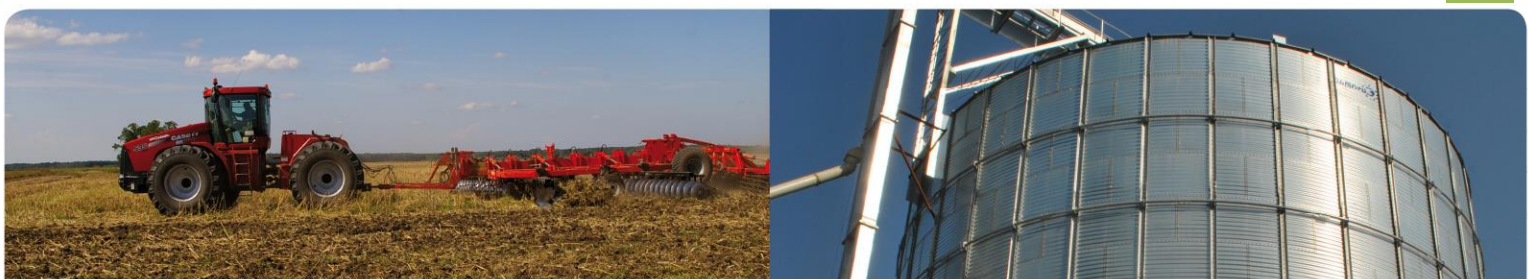
The Additional Report of the Board will be available to the shareholders in accordance with the French legal provisions.

Theoretical impact (dilution)

For information purposes, the impact of ORNANE and BSA is as follows:

- Impact of the issuance on the portion of shareholders' equity per share (based on consolidated shareholders' equity as of 31 December 2017 and the number of shares comprising the AgroGeneration share capital as of July 4, 2018, i.e. 101,286,604 shares):

	Portion of shareholders' equity per share (€) <sup>1</sup>	
	Undiluted base	Diluted base <sup>2</sup>
Before issuance of new shares resulting from (i) the redemption of ORNANE and (ii) the exercise of BSA	0.5537	0.2851
Following issuance of 3,088,235 new ordinary shares in the company resulting solely from the redemption of the 100 ORNANE comprising the 1st tranche	0.5469	0.2856
Following issuance of 1,063,829 additional new ordinary shares resulting from the exercise of BSA attached to the 100 ORNANE comprising the 1st tranche	0.5461	0.2865







Following issuance of 6,176,470 new ordinary shares in the company resulting from the redemption of 200 ORNANE resulting from the exercise of Issuance Warrants under the 2 subsequent tranches (total Initial Tranches)	0.5338	0.2875
Following issuance of 2,127,660 additional new ordinary shares resulting from the exercise of BSA attached to the 200 ORNANE resulting from the exercise of Issuance Warrants under the 2 subsequent tranches (total Initial Tranches)	0.5326	0.2891

**Note 1:** Theoretical calculations based on the weighted average share price used to calculate dilution, namely the lowest volume-weighted share price over the 7 and 10 last trading sessions prior to July 4, 2018, i.e. €0.3660. This dilution does not predetermine the final number of shares to be issued or their issuance price, which shall be set depending on the share price in accordance with the terms described in the press release dated June 6, 2018.

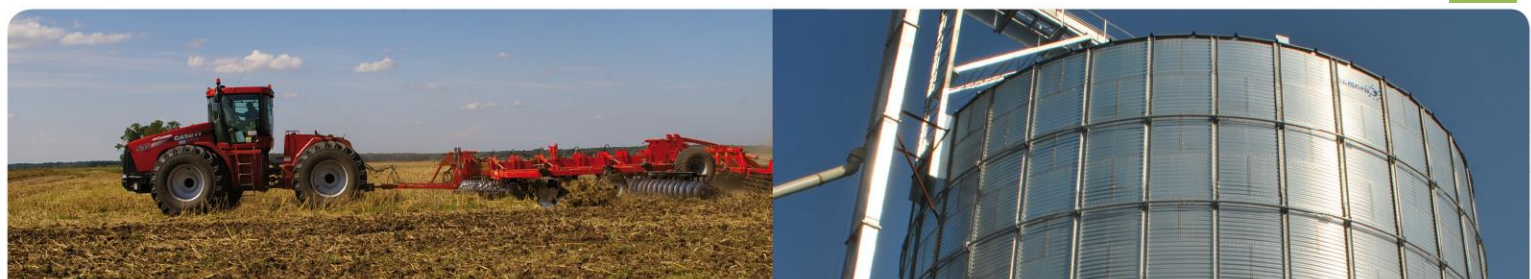
**Note 2:** Following exercise of all existing compound securities, theoretical calculations of the diluted base made on the basis of the redemption of all OSRANE at a conversion ratio applicable at September 30, 2018, i.e. 196 shares per OSRANE.

- Impact of the issuance on the interest of a shareholder currently holding 1% of the AgroGeneration share capital (based on the number of shares comprising the AgroGeneration share capital at July 4, 2018, i.e. 101,286,604 shares):

	Shareholder interest (%) <sup>1</sup>	
	Undiluted base	Diluted base <sup>2</sup>
Before issuance of new shares resulting from (i) the redemption of ORNANE and (ii) the exercise of BSA	1.0000%	0.4584%
Following issuance of 3,088,235 new ordinary shares in the company resulting solely from the redemption of the 100 ORNANE comprising the 1st tranche	0.9704%	0.4521%
Following issuance of 1,063,829 additional new ordinary shares resulting from the exercise of BSA attached to the 100 ORNANE comprising the 1st tranche	0.9606%	0.4500%
Following issuance of 6,176,470 new ordinary shares in the company resulting from the redemption of 200 ORNANE resulting from the exercise of Issuance Warrants under the 2 subsequent tranches (total Initial Tranches)	0.9075%	0.4379%
Following issuance of 2,127,660 additional new ordinary shares resulting from the exercise of BSA attached to the 200 ORNANE resulting from the exercise of Issuance Warrants under the 2 subsequent tranches (total Initial Tranches)	0.8905%	0.4340%

**Note 1:** Theoretical calculations based on the weighted average share price used to calculate dilution, namely the lowest volume-weighted share price over the 7 and 10 last trading sessions prior to July 4, 2018, i.e. €0.3660. This dilution does not predetermine the final number of shares to be issued or their issuance price, which shall be set depending on the share price in accordance with the terms described in the press release dated June 6, 2018.

**Note 2:** Following exercise of all existing compound securities, theoretical calculations of the diluted base made on the basis of the redemption of all OSRANE at a conversion ratio applicable at September 30, 2018, i.e. 196 shares per OSRANE.





### **About AGROGENERATION**

*Founded in 2007, AgroGeneration is a global producer of grain and oilseed. Following its merger with Harmelia, the new Group has become one of the top five producers of grain and oilseed in Ukraine, with close to 110,000 hectares of farmlands. Through the high-potential farmland it leases, the Group's ambition is to meet the food challenges of tomorrow as global consumption doubles in scale between now and 2050.*

### **About the European High Growth Opportunities Securitization Fund**

*European High Growth Opportunities Securitization Fund is a Luxembourg institutional investment vehicle that focuses on financing highly innovative companies based all over Europe which it considers extremely undervalued. The European High Growth Opportunities Securitization Fund is financed by Blue Ocean shareholders and is exclusively advised by Blue Ocean Advisors Inc. Its purpose is to invest in highly innovative European companies by contributing to their growth capital, offering them a credible European financing alternative.*

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