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Amatheon Agri Holding N.V.
Amsterdam, The Netherlands

Invitation

to make an offer to purchase

New Shares of Amatheon Agri Holding N.V. (ISIN NL0010273694)

Reference is made to the acquisition offer in respect of new shares of Amatheon Agri Holding N.V. (the "**Company**") to the noteholders of the EUR 125,000,000.00 Notes of Amatheon Financing B.V. due on 31 July 2019 (ISIN DE000A1ZML05) published on 31 July 2019 in the German Federal Gazette (*Bundesanzeiger*) (the "**Acquisition Offer**"). Capitalized terms used in this invitation (the "**Invitation**") shall have the same meanings as defined in the Acquisition Offer unless the context requires otherwise.

The shareholders of the Company as of the date of this Invitation (the "**Shareholders**") are hereby invited to make an offer to purchase from the Settlement Agent up to a total of **18,997,344** New Shares, with respect to which the holders of Acquisition Rights have not exercised their Acquisition Rights during the Acquisition Period.

Offers by any Shareholder will only be accepted by the Settlement Agent if such Shareholder offers to purchase New Shares **for a total consideration of at least EUR 100,000 for each separate offer** in accordance with Article 1 para. 4 lit. (d) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 ("**Prospectus Regulation**"). **Any separate offer by any Shareholder to purchase New Shares for a total consideration of less than EUR 100,000 will not be accepted.**

Please submit your offer to the Settlement Agent ultimately by 1 October 2019 to the following contact details:

Quirin Privatbank AG
c/o Avaloq Sourcing (Europe) AG
Banking Operations / CF & Asset Data
Kurfürstendamm 119, 10711 Berlin, Germany
Tel.: +49 (0)30 652104397
Fax: +49 (0)30 652104330
E-mail: cf@quirinprivatbank.de

Shareholders or depositary banks are invited to use the attached purchase form. Neither the Settlement Agent nor the Company is obliged to accept offers by Shareholders so submitted. Purchase forms received by the Settlement Agent after 1 October 2019 shall be disregarded.

If it appears that valid offers made by Shareholders, each separate offer having been made for a total consideration of at least EUR 100,000, are made for more than 18,997,344 New Shares in total, and the Settlement Agent wishes to accept such offers, the Settlement Agent shall accept such offers taking into account the following order of priority and allocation method:

- Offers shall be prioritized from the highest price offered per New Share (ranking highest in priority) to the lowest price offered per New Share (ranking lowest in priority).
- Offers having the same rank in prioritization under the previous paragraph (i.e., having been made for the same price per New Share) shall rank *pari passu* and shall be accepted in proportion to the number of New Shares for which such offers have been made.

Under the order of prioritization and allocation described above, neither the Settlement Agent nor the Company can guarantee that all offers made by Shareholders will be accepted, even if they are timely and duly made and are all made for a total consideration of at least EUR 100,000.

No Securities Prospectus

Neither the Settlement Agent nor the Company will issue a securities prospectus with regard to the New Shares to which this Invitation relates. Such a securities prospectus is therefore not available as an information base for the investment in the New Shares. In addition, only very limited information is publicly available with respect to the Company as

- as of now neither consolidated nor unconsolidated financial statements of the Company for the financial year 2018 have been published; and
- the consolidated financial statements of Company for the financial years 2015, 2016 and 2017 have not received a final audit opinion from the Company's statutory auditors.

Shareholders are strongly advised to read the Company's publications, in particular the annual reports and press releases, on the Company's website at

<http://www.amatheon-agri.com/investor-relations>.

An investment in the New Shares is connected with substantial uncertainties and risks. Shareholders should carefully read the risk assessment/management in the annual reports of the Company published on the Company's website at

<http://www.amatheon-agri.com/investor-relations/annual-reports>

when deciding to make an offer to purchase New Shares.

In addition, Shareholders should consider, *inter alia*, the following risks:

- The Company has incurred significant operating losses and there is no guarantee that the Company will achieve or maintain profitability in the future.
- The markets in which the Company operates may not develop as the Company anticipates.
- The Company may not be able to maintain or grow its revenue or business.
- The Company may require additional capital which might not be available on economically acceptable terms, or at all.
- There is no liquid market for the New Shares.
- The Company's share price could fluctuate significantly, and Shareholders could lose part or all of their investment in the Company's shares.
- The Company does not expect to pay dividends in the foreseeable future.
- Future sales by major Shareholders could materially adversely affect the price of the Company's shares.
- Future offers of debt or equity securities by the Company could adversely affect the price of the Company's shares, and future issuances of shares could lead to a substantial dilution of the Shareholders.

Shareholders are strongly advised to seek independent advice where appropriate in order to obtain an informed assessment with respect to an investment in New Shares.

Important Information

The New Shares are not and will not be registered under the U.S. Securities Act of 1933 or with the securities regulatory authorities of any state of the United States of America ("**United States**"). They will not be offered, sold or delivered, directly or indirectly, in or into the United States, Canada, Japan and Australia, except in exceptional circumstances, pursuant to an exemption from the registration requirements of the U.S. Securities Act of 1933.

Furthermore, in relation to each member state of the European Economic Area (a "**Member State**"), no offer to purchase New Shares is made (or shall be made) to the public, other than in the circumstances falling within the exemption pursuant to Art. 1 para. 4 lit. (d) of the Prospectus Regulation. This Invitation has been prepared on the basis that any offer by Shareholders to purchase New Shares in any Member State will be made pursuant to the exemption from the obligation to publish a prospectus under Article 1 para. 4 lit. (d) of the Prospectus Regulation.

Accordingly, any person or entity making or intending to make an offer to purchase New Shares in that Member State may only do so in circumstances in which no obligation arises for the Company or the Settlement Agent to publish a prospectus pursuant to the relevant provisions of the Prospectus Regulation in relation to such offer. The Company and the Settlement Agent have not authorized, and do not authorize, the making of any offer to purchase New Shares in circumstances in which an obligation arises for the Company or the Settlement Agent to publish a prospectus.

The Company and/or the Settlement Agent may request assurances and evidence with respect to the foregoing matters.

Information on Data Protection

The protection of your personal data and your privacy are important to us. We process your data for limited purposes only and in a confidential manner and only on the basis of and in accordance with the applicable laws, in particular in accordance with the General Data Protection Regulation ("**GDPR**"). In this Data Privacy Notice we would like to inform you about the nature, scope and purposes of the collection and use of your personal data, and inform you about the legal basis of the processing, deletion periods, and about your respective rights.

Should you have any further questions, please do not hesitate to contact us.

The contact details for any queries are

Amatheon Agri Holding N.V.
Friedrichstraße 95
10117 Berlin
Germany
Tel.: +49 (0)30 530009000
E-mail: info@amatheon-agri.com

We process your following personal data ("**Personal Data**"):

- information that concerns you personally (e.g. first name and surname, title, maiden name, date of birth, sex, nationality, profession/industry, address, including history of address changes and other contact details);
- information regarding the shares in the Company currently held by you; and
- name and address of your custodian bank.

The number of Personal Data processed depends on each individual case.

We obtain these Personal Data, as you (e.g. in case of an offer submitted by you) or third parties (e.g. Euroclear Bank SA/NV, Clearstream Banking S.A. or the Settlement Agent) submit them to us and to some extent based on publicly accessible sources. We process your Personal Data on the basis of the regulations of the GDPR as well as all other relevant legal regulations for the processing purposes explained in detail below. The processing of the Personal Data referred to above is carried out for the purpose of the proper execution of the Sale in accordance with the resolution of the Noteholders Meeting. The legal basis for the processing of your Personal Data is the execution of the Sale as a legal obligation arising from the resolution of the Noteholders Meeting (Art. 6 para. 1 sent. 1 lit. c) GDPR). The Personal Data will be stored and subsequently deleted within the scope of the statutory obligations.

As a "data subject" in the sense of the GDPR, you have the rights set out below (if statutory requirements are fulfilled):

1. right to information (Art. 15 GDPR)
2. right to rectification (Art. 16 GDPR)
3. right to deletion (Art. 17 GDPR)
4. right to restrict the data processing (Art. 18 GDPR)
5. right to data portability (Art. 20 GDPR)
6. right to object against data processing (Art. 21 GDPR)
7. right to revoke a declaration of consent under data protection law with effect for the future (Art. 7.3 GDPR)
8. right to lodge a complaint with a supervisory authority (Art. 77 GDPR).

Your rights are subject to the limits of evident abuse of rights and proportionality.

If you wish to exercise your rights (numbers 1 to 7) or have any questions regarding your rights, please contact us at the following contact details:

Amatheon Agri Holding N.V.
Friedrichstraße 95
10117 Berlin
Germany
Tel.: +49 (0)30 530009000
E-mail: info@amatheon-agri.com

Please send this form to the Settlement Agent via
Fax: +49 (0)30 652104330 or Email cf@quirinprivatbank.de

Purchase form

I / We,
Name

.....
Street City Zip code Country

Tel.: Fax: E-mail:

submit(s) a binding offer to purchase shares of Amatheon Agri Holding N.V. (ISIN NL0010273694) at a price of EUR..... for each share, in total EUR.....

If this purchase offer is accepted, and the shares to which this purchase form relates are allocated to the undersigned offeror, those allocated shares shall be transferred to the following custodial account, please get in contact with:

Bank:

Contact Person:

Tel.: Fax: E-mail:

Custodial Account:

Swift Code:

Depositor: (if other than subscribing bank)

Account with Clearstream Banking Luxembourg, if available:

Date: Stamp, Signature(s):