

## AMATHEON AGRI BONDHOLDERS AGREE TO DEBT-TO-EQUITY SWAP

Amatheon Agri Holding N.V., the Euronext listed agribusiness and farming group (“Amatheon Agri”) announces today a major milestone for its financial restructure by way of debt-to-equity conversion of the Amatheon Financing B.V. (“Amatheon Financing”) bonds. Bondholders of the 2% EUR 125 million July 2019 bond (ISIN: DE000A1ZML05) (the “Bond”) have agreed to convert all outstanding bonds into newly issued shares in Amatheon Agri.

The Bond is divided into notes with a nominal value of EUR 100,000.00 each (the “Notes”) with an aggregate nominal amount of EUR 93,200,000 outstanding. Amatheon Agri undertook a guarantee for the payment of all obligations under the Notes.

At its first noteholders meeting on 19 June 2019 (“Noteholders Meeting”), Bondholders agreed to transfer all outstanding Notes to a settlement agent which would contribute the Notes to Amatheon Agri as part of a capital increase against contribution in kind. The settlement agent will act for the benefit and account of the Bondholders. Amatheon Agri will convene a shareholders meeting on 24 June 2019 to authorize its management board to resolve upon the capital increase against contribution in kind and to limit or exclude pre-emption rights in connection therewith.

The Noteholder’s Meeting resolved that each Bondholder is entitled with respect to each Note with the nominal amount of EUR 100,000 to acquire 527,704 newly issued shares in Amatheon Agri (the “Acquisition Rights”). The Acquisition Rights may be fulfilled either by delivery of new shares in Amatheon Agri (ISIN: NL0010273694), or, to the extent that the Acquisition Rights are not exercised, by payment of the net proceeds from the sale of such new shares by the settlement agent. After the capital increase against contribution in kind, Amatheon Agri’s issued share capital will be increased by EUR 49,182,012.80.

Today’s decision of Bondholders is a significant milestone for Amatheon Agri and, after the necessary authorization by its shareholders at the EGM on 24 June 2019 in Amsterdam, secures the financial future of the Amatheon Agri Group. The debt-to-equity conversion will eliminate all external financial debt held by Amatheon Agri and Amatheon Financing, providing a strong balance sheet.

Amatheon Agri Founder and CEO, Carl Heinrich Bruhn commented, “We are delighted our bondholders have agreed to convert the bond into Amatheon Agri shares and to participate in our future success. It demonstrates great confidence in our business and our long-term vision. This financial stability provides Amatheon Agri with the best chance for expanding our African operations and scaling up production of high value crops for domestic, regional and international markets. This really is an exciting time for Amatheon Agri and investment in African agriculture.”

Amatheon Agri has already had notable success in its farming and food strategy in Zambia, Zimbabwe and Uganda. These established businesses are a solid platform for further acquisitions and brownfield investments in Sub-Saharan Africa, and will bolster the Group’s expansion into healthy foods, international markets and consumer goods.

Details of the Noteholders Meeting resolutions can be found on the Company’s website [www.amatheon-agri.com/investor-relations/bonds](http://www.amatheon-agri.com/investor-relations/bonds)

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

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