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Press Release

Announcement of Intended Capital Increase Subscription

Amatheon Agri Holding N.V. (the “Company”), the Euronext listed agribusiness and farming group, announces that its capital increase of up to EUR 50 million is intended to be fully subscribed to.

On 8 December 2014, an Extraordinary General Meeting of Shareholders (“EGM”) authorised the Management Board, subject to the approval of the Supervisory Board, to raise aggregate proceeds of up to EUR 50 million in an equity capital raise. The Management Board was authorised to issue up to 21,739,130 shares to interested parties (“New Shares”), which could be existing shareholders or third parties, by way of a private placement. The subscription price per New Share was determined as equal the average closing price of the current issued shares in the capital of the Company quoted on the Marché Libre of Euronext in Paris during five trading days preceding the day of the EGM notice, being EUR 2.30 per share.

The New Shares are intended to be subscribed to by Sapinda Asia Ltd and Sapinda Invest SARL (the “Subscribers”), which are both Eligible Shareholders as defined in the EGM notice. The Company intends to enter into subscription agreements with the Subscribers.

The Management Board intends to resolve to issue the New Shares to the Subscriber and the subscription is expected to be executed in the coming fortnight.

The purpose of the capital increase is intended to fund the Company Group’s further expansion and investment in Sub-Saharan Africa as well as to repurchase a portion of the outstanding 8.25% bond due 2017 (ISIN DE000A1ZML05), issued by Amatheon Financing B.V..

The Management Board
Berlin, Germany, 7 April 2015

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For further information please see the Group's website www.amatheon-agri.com.

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

Amatheon Agri Holding N.V.
Friedrichstrasse 95, 10117 Berlin, Germany
Tel: +49 30 53 000 90 04
Fax: +49 30 53 000 90 20
email: r.french@amatheon-agri.com

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The offer referred to herein when made in member states of the European Economic Area ("EEA") which have implemented the Prospectus Directive (each, a "relevant member state"), is only addressed to and directed at persons who are "qualified investors" as defined in the Prospectus Directive ("Qualified Investors"). For these purposes, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a relevant member state), and includes any relevant implementing measure in the relevant member state and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

In the United Kingdom, this announcement is directed only at, Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(a) to (d) of the Order, and (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This announcement must not be acted on or relied on (i) in the United Kingdom, by persons who are not relevant persons, and (ii) in any member state of the European Economic Area other than the United Kingdom, by persons who are not Qualified Investors.

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