

Announcement of Successful Bond Restructuring and Shareholder Loan Conversion

Amatheon Agri Holding N.V. (the "Company"), the Euronext-listed agribusiness and farming group, announces the successful restructuring of its EUR 20,000,000 convertible bonds originally due on 22 January 2025 (the "Bonds").

Additionally, as part of its broader financial restructuring efforts, the Company has secured the agreement of its major shareholders to convert all outstanding shareholder loans into equity. This move strengthens the Company's balance sheet, reduces debt obligations, and enhances financial flexibility for future growth.

Furthermore, Amatheon plans to raise substantial capital to finance further expansion and additional projects, reinforcing its long-term growth strategy and commitment to sustainable development.

Key Amendments to the Bond Terms:

- **Maturity Extension:** The maturity date of the Bonds has been extended from 22 January 2025 to 22 January 2028.
- **Revised Interest Structure:** The Bonds will continue to accrue interest, with adjustments to the applicable rates and payment schedule to better align with the Company's financial strategy.
- **Suspension of Conversion Rights:** The conversion rights of bondholders are suspended until 22 January 2027.
- **Adjustment of Conversion Price:** The conversion price will be determined based on the lowest issue price of new shares in 2025 and 2026. If no new shares or convertible bonds are issued, the conversion price will be based on the volume-weighted average price (VWAP) on Euronext Paris from 1 January 2025 to 31 December 2026.
- **Early Redemption Option:** The Company is now permitted to redeem the Bonds in full at any time from 22 January 2026.

Shareholder Loan Conversion to Equity

In addition to the bond restructuring, the Company has successfully negotiated the conversion of all of its existing shareholder loans into equity. This strategic step will:

- Reduce the Company's overall debt burden, improving its financial stability.
- Strengthen the equity base, positioning the Company for sustainable growth.
- Align shareholder and investor interests, reinforcing long-term commitment to the business.

Key Terms of the Debt-to-Equity Conversion

- **Total Amount Converted:** EUR 18.66 million in shareholder loans.

- Issue Price: EUR 0.10 per share, determined based on the nominal value of each ordinary share.
- Number of Shares Issued: 186,576,267 new shares to be allocated to participating shareholders.

Strengthening Financial Position for Future Growth

The Company believes that these measures create a balanced structure that provides increased flexibility while ensuring continued engagement with bondholders and shareholders. The restructuring enhances the financial stability of the Company, positioning it for long-term success in its agribusiness operations across Sub-Saharan Africa.

Max Sturm, CEO of Amatheon Agri Holding N.V., commented:

"We appreciate the continued trust and support of our investors and shareholders as we refine our financial structure. The bond restructuring, combined with the conversion of shareholder loans into equity, strengthens our balance sheet and provides a solid foundation for the Company's future. These measures ensure financial stability while maintaining our strategic vision."

The Management Board
Berlin, Germany, 24 February 2025

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For further information please see the Group's website: <https://amatheon-agri.com>

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About Amatheon Agri Holding N.V.:

Amatheon Agri is a European agri-food company with headquarters in Berlin and production sites in sub-Saharan Africa and cooperative programs with small-scale local farmers (outgrowers). Since inception in 2011, Amatheon Agri has established sustainable agricultural value chains from cultivation to product-specific processing and trading in Zambia, Uganda, and Zimbabwe. With a combination of an international distribution network, incorporated local know-how as well as a sustainable vision for the future, Amatheon Agri has been able to establish itself as a strategically aligned global player in the African agricultural sector.

The shares of Amatheon Agri are listed on the Euronext Paris stock exchange (ISIN NL0010273694, Symbol MLA AH) and on the Lang & Schwarz Exchange in Germany (Symbol/WKN A1J4XD).

Convertible bonds of Amatheon Agri are listed on the Frankfurt Stock Exchange with ISIN DE000A286BY3 and Symbol/WKN A286BY.