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**MANDATORY TENDER OFFER ON THE ENTIRETY OF THE OUTSTANDING ORDINARY SHARES OF ISAGRO S.P.A. PROMOTED BY CROP DEMETRA LIMITED FOR A PRICE PER SHARE OF EURO 2.76**

**Press release pursuant to Article 102, paragraph 1, of Legislative Decree No. 58 dated February 24, 1998, as subsequently amended and supplemented (the “Consolidated Financial Act”), and Article 37 of the Regulation adopted by way of CONSOB resolution No. 11971 dated May 14, 1999, as subsequently amended and supplemented (the “Issuers’ Regulation), concerning the mandatory tender offer on the entirety of the ordinary shares of Isagro S.p.A.**

**London (United Kingdom), May 14, 2021** – Pursuant to and for the purposes of Article 102, paragraph 1, of the Consolidated Financial Act and Article 37 of the Issuers’ Regulation, following the completion, on the date hereof, of the transactions contemplated in the SPA (as defined below) entered into on March 6, 2021, Crop Demetra Limited (the “**Offeror**”) – a company entirely owned, and appointed as designated purchaser, by Gowan Company, LLC (“**Gowan Company**”) – hereby gives notice that, today, the legal requirements for the promotion by the Offeror of a mandatory tender offer pursuant to and for the purposes of Articles 102 and 106, paragraphs 1 and 3, let. a), of the Consolidated Financial Act (the “**Offer**”) on all the ordinary shares of Isagro S.p.A. (the “**Issuer**” or “**Isagro**”) (ISIN IT0001069902), a company listed on Mercato Telematico Azionario (“**MTA**”) organized and managed by Borsa Italiana S.p.A. (“**Borsa Italiana**”), STAR Segment, are met.

The legal requirements, terms and essential features of the Offer are indicated below.

Within the timing and pursuant to the terms provided by law, the Offeror will file with the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) the offer document for the Offer (the “**Offer Document**”) intended for publication, to which reference should be made for a full description and evaluation of the Offer.

Pending the publication of the Offer Document, for any further information regarding the main terms and conditions of the Offer please refer to this press release, which is available on the Issuer’s website [www.isagro.com](http://www.isagro.com).

## **1. ENTITIES PARTICIPATING TO THE TRANSACTION**

### **1.1 The Offeror and its controlling companies**

The Offeror is Crop Demetra Limited, a limited liability company incorporated under the laws of the United Kingdom with registered office in Berkshire (United Kingdom), Highlands House

Basingstoke Road, Spencers Wood, Reading, RG7 1NT, VAT no. GB155075023, registration number in the Companies' Register of England and Wales 08199763.

Below is a description of the chain of control of the Offeror on the date hereof.

The corporate capital of the Offeror is entirely held by Gowan Company, a limited liability company organized under the laws of the State of Arizona (United States of America), with registered office in 370 South Main Street, Yuma, Arizona 85364 (United States of America), registration number in the *Arizona Corporate Commission* L07672663.

The corporate capital of Gowan Company is entirely held by Yorick, Inc. ("**Yorick**"), a company incorporated under the laws of the State of Arizona (United States of America), with registered office in 370 South Main Street, Yuma, Arizona 85364 (United States of America), registration number in the *Arizona Corporate Commission* 01002646.

As of the date hereof, the corporate capital of Yorick is owned by a plurality of shareholders, none of which individually holds a controlling interest pursuant to Articles 93 of the Consolidated Financial Act and 2359 of the Italian Civil Code.

## **1.2 Persons Acting in Concert with the Offeror in relation to the Offer**

The following are to be considered as persons acting in concert with the Offeror (the "**Persons Acting in Concert**"):

- (i) pursuant to Article 101-*bis*, paragraph 4-*bis*, let. b) of the Consolidated Financial Act, Gowan Company and Yorick, as entities controlling, respectively, directly and indirectly, the Offeror; and
- (ii) pursuant to Article 101-*bis*, paragraph 4-*bis*, let. b) of the Consolidated Financial Act, Piemme S.r.l. ("**Piemme**") and Holdisa S.r.l. ("**Holdisa**"), as entities controlled by, respectively, directly and indirectly, the Offeror.

The Offeror is promoting the Offer also for and on behalf of the Persons Acting in Concert.

## **1.3 The Issuer**

The Issuer is Isagro S.p.A., a joint-stock company incorporated under Italian law, with registered office in Milan, Via Caldera no. 21, fiscal code and number of registration in the Companies' Registered of Milan, Monza, Brianza and Lodi 09497920158.

As of the date hereof, the share capital of the Issuer is equal to Euro 24,961,207.65, divided into no. 24,549,960 ordinary shares (the "**Ordinary Shares**") and no. 14,174,919 special shares called "Growth Shares", with no voting rights and having the privileges in the distributions of profits and reserved under Article 24 of Isagro's by-laws (the "**Growth Shares**"), all with no nominal value.

The Ordinary Shares of the Issuer are admitted to trading on the MTA, STAR Segment with ISIN code IT0001069902 and are dematerialised pursuant to Article 83-*bis* of the Consolidated Financial Act.

The Growth Shares of the Issuer are admitted to trading on the MTA, STAR Segment with ISIN code IT0005013542 and are dematerialised pursuant to Article 83-*bis* of the Consolidated Financial Act.

As far as the Offeror is aware, as of the date the Issuer holds no. 646,250 Growth Shares, equal to 1.67% of the share capital.

Pursuant to Article 7 of the Issuer's by-laws, as a consequence of the publication on the date hereof of this press release regarding the announcement of the fulfillment of the legal requirements for the promotion of the Offer, on the date hereof the no. 14,174,919 Growth Shares are automatically converted into no. 14,174,919 Ordinary Shares (in the ratio of one Ordinary Shares for each converted Growth Share).

The table below sets forth the information on the economic rights and voting rights of the Issuer for each class of shares (pre and post conversion of the Growth Shares).

	NUMBER	% OF ECONOMIC CAPITAL	% OF VOTING RIGHTS
<i>Pre conversion of Growth Shares</i>			
<b>Ordinary Shares</b>	24,549,960	63.40%	100.00%
<b>Growth Shares</b>	14,174,919	36.60%	-
<b>Total</b>	38,724,879	100.00%	100.00%
<i>Post conversion of Growth Shares</i>			
<b>Ordinary Shares</b>	<b>38,724,879</b>	100.00%	100.00%

Pursuant to Article 7 of the Isagro's by-laws, the Board of Directors of the Issuer will ascertain the occurred conversion of the Growth Shares and will proceed with the consequent registration and notification as well as the filing of the updated text of the by-laws with the Companies' Register. The Board of Directors will set the date on which the Ordinary Shares deriving from the conversion of the Growth Shares will be assigned to the entitled shareholders, as agreed with Borsa Italiana and taking into account the need to ensure the regular beginning of trading of the Ordinary Shares themselves, and will inform the market accordingly. The Ordinary Shares deriving from the conversion of the Growth Shares will be assigned to the entitled shareholders in time for them to decide whether to adhere to the Offer.

As of the date hereof, the Issuer has not issued convertible bonds, warrants and/or financial instruments that grant voting rights (even limited to specific matters) at any of its ordinary or extraordinary shareholders' meetings, or other financial instruments that may grant the right to buy shares of the Issuer or voting rights to third parties in the future, even limited to specific matters.

As of the date of this press release, there are no shareholders other than the Offeror who, on the basis of the communications made pursuant to Article 120, paragraph 2, of the Consolidated Financial Act, as published on Consob's website, hold a stake in the Issuer's Ordinary Shares equal or higher than 5% (source: www.consob.it).

## 2. LEGAL BASIS AND MOTIVATION OF THE OFFER

### 2.1 Legal basis of the Offer

The Offer consists in a mandatory tender offer on the entirety of the ordinary shares of Isagro promoted pursuant to and for the purposes of Articles 102 and 106, paragraphs 1 and 3, let. a) of the Consolidated Financial Act and the implementing provisions of the Issuers' Regulation.

The obligation to promote the Offer follows the completion, on the date hereof of the transactions described below that caused a change in the ownership structure of Holdisa, a company that, on the date hereof, owns no. 13,174,000 Ordinary Shares of the Issuer, representing 34.02% of the share capital and 53.66% of the voting right exercisable in the Issuer's shareholders' meeting *pre* conversion of the Growth Shares and 34.02% of the voting rights and the share capital *post* conversion of the Growth Shares (the "**Relevant Stake in Isagro**"), and no. 464,572 Growth Shares, representing 1.20% of the share capital of the Issuer (the "**Holdisa Growth Shares**").

In particular, it is specified, in brief, the following:

- (i) on March 6, 2021 – as announced to the market on March 7, 2021 – Gowan Company, as buyer, and Giorgio Basile and others shareholders of Piemme, as sellers (collectively, the "**Sellers**") entered into a sale and purchase agreement (the "**SPA**") whereby Gowan Company agreed to purchase: (a) all the quotas collectively owned by the Sellers – representing 99.9% of the share capital - in Piemme, a company owning an interest equal to 51% of the corporate capital of Holdisa; and (b) all the no. 1,737,596 Growth Shares collectively owned by the Sellers, representing 4.49% of the share capital of the Issuer (the "**Sellers' Growth Shares**"), for an aggregate purchase price of Euro 23,757,358 (the "**Acquisition**"), corresponding to an implied valorization of the Issuers' Ordinary Shares and Growth Shares equal to Euro 2.76 per share;
- (ii) until the date hereof, Gowan Company held: (a) the remaining quota in Piemme, representing 0.1% of the corporate capital; and (b) the remaining quota in Holdisa, representing 49% of the corporate capital;
- (iii) on May 6, 2021, Gowan Company designated the Offeror as buyer in the context of the Acquisition, pursuant to the terms and conditions of the SPA;
- (iv) the execution of the SPA was subject to the fulfillment (or the waiver to the fulfillment, pursuant to the terms and conditions of the SPA) of certain conditions precedent. In particular: (a) on April 29, 2021, the Council of Ministers resolved to not exercise its

special powers, therefore authorizing the envisaged transaction on Isagro pursuant to the applicable so called golden power regulation; (b) on May 12, 2021, the Sellers communicated to Company the occurred termination of any outstanding relationships between Isagro and its subsidiaries, on one hand, and any entity located in countries or regions (including Cuba) where any U.S. person cannot conduct business pursuant to any applicable law, on the other hand, and (c) on May 12, 2021, the Offeror communicated to the Sellers the waiver, to the extent applicable, to the condition precedent related to the obtainment of the applicable authorization from the competent antitrust authorities, since such requirements have been considered as not able to have any effect on the envisaged transaction on Isagro;

- (v) since all the conditions precedent provided under the SPA have been satisfied (or, to the extent applicable, waived), on the date hereof the Offeror completed the Acquisition;
- (vi) on the date hereof, also the assignment by Gowan Company to the Offeror of the following interests has been completed: (a) the remaining quota in Piemme, equal to 0.1% of the corporate capital, and (b) the remaining quota in Holdisa, equal to 49% of the corporate capital; and
- (vii) on the date hereof, the resignation letters from their offices with immediate effect, effective as of today's date, of four directors of the Issuer, Giorgio Basile (who also held the office of Chairman of the Board of Directors and Chief Executive Officer), Maurizio Basile (who also held the office of Vice-President of the Board of Directors), Alessandra Basile and Enrica Maria Ghia were received. Therefore, the Board of Directors of the Issuer will proceed to the cooptation of four new members designated by the Offeror.

Following the completion of the transactions described above, on the date hereof the Offeror became the owner of the entire corporate capital of Piemme and, indirectly, of Holdisa. Hence, the Offeror became the owner, directly and indirectly, of the Relevant Stake in Isagro and the Sellers' Growth Shares. Therefore, the Acquisition constituted an indirect purchase pursuant to and for the purposes of Article 45 of the Issuers' Regulation, having caused a change in Holdisa's control corporate structure.

In addition, as indicated in the table below, between March 31, 2021 and May 13, 2021, the Offeror directly purchased: (i) additional no. 1,389,403 Ordinary Shares, representing 3.59% of the share capital of the Issuer and 5.66% of the voting rights exercisable in the Issuer's shareholders' meeting *pre* conversion of the Growth Shares and 3.59% of the share capital and of the voting rights *post* conversion of the Growth Shares (the "**Additional Purchased Ordinary Shares**"); and (ii) additional no. 4,823,799 Growth Shares, representing 12.46% of the share capital (the "**Additional Purchased Growth Shares**").

<b>Date of the transaction</b>	<b>Number of Ordinary Shares</b>	<b>Number of Growth Shares</b>	<b>Price per share</b>
31/03/21	114,828	-	2.67
1/04/21	-	1,975,919	2.76
1/04/21	309,931	-	2.76
6/04/21	77,734	-	2.70
6/04/21	-	83,202	2.70
6/04/21	-	80,000	2.76
7/04/21	-	16,081	2.70
7/04/21	-	80,000	2.76
7/04/21	-	118,500	2.76
8/04/21	117,541	-	2.72
8/04/21	-	226,868	2.72
8/04/21	-	65,115	2.76
8/04/21	-	45,000	2.76
9/04/21	92,201	-	2.72
9/04/21	-	87,883	2.72
9/04/21	-	37,500	2.76
12/04/21	21,851	-	2.72
12/04/21	-	6,225	2.72
12/04/21	-	37,500	2.76
12/04/21	-	26,250	2.76
13/04/21	-	37,500	2.76
13/04/21	-	70,000	2.76
14/04/21	-	200,000	2.76
15/04/21	5,396	-	2.72
16/04/21	500	-	2.72
16/04/21	29,300	-	2.76
16/04/21	-	17,820	2.76
20/04/21	101,353	-	2.72
20/04/21	-	110,037	2.72
21/04/21	12,839	-	2.72
21/04/21	-	16,710	2.72
22/04/21	-	10,000	2.72
22/04/21	-	655,533	2.76
23/04/21	5,929	-	2.72
23/04/21	-	30,150	2.72
26/04/21	154,548	-	2.71
26/04/21	-	133,626	2.72
27/04/21	-	7,000	2.72
28/04/21	-	172,400	2.72

29/04/21	100,000	-	2.72
29/04/21	-	550	2.72
30/04/21	8,878	-	2.72
04/05/21	108,026	-	2.72
04/05/21	-	203,500	2.72
05/05/21	23,535	-	2.72
05/05/21	-	78,591	2.72
06/05/21	4,460	-	2.72
06/05/21	-	43,500	2.72
07/05/21	6,706	-	2.72
07/05/21	-	8,050	2.72
10/05/21	8,214	-	2.72
10/05/21	-	117,365	2.72
11/05/21	61,039	-	2.72
12/05/21	24,594	-	2.72
12/05/21	-	3,900	2.72
13/05/21	-	21,524	2.72
<b>Totale</b>	<b>1,389,403</b>	<b>4,823,799</b>	

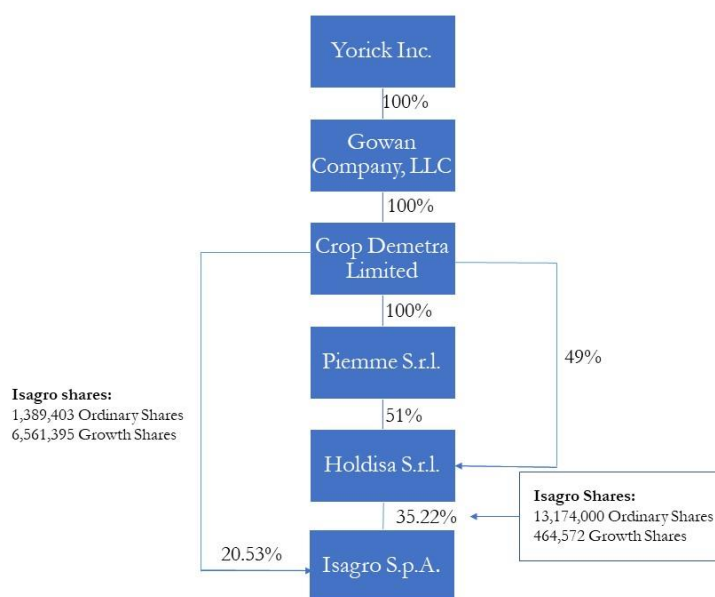
## 2.2 Shares held by the Offeror and the Persons Acting in Concert

As a result of the transactions described in the paragraph 2.1 above, as of the date of this press release, the Offeror holds, directly and indirectly:

- (i) no. 14,563,403 Ordinary Shares, representing 37.61% of the share capital of the Issuer and 59.32% of the voting rights exercisable in the Issuer's shareholders' meeting *pre* conversion of the Growth Shares and 37.61% of the share capital and of the voting rights *post* conversion of the Growth Shares;
- (ii) no. 7,025,967 Growth Shares, representing 18.14% of the share capital.

Therefore, following the assignment of the Ordinary Shares deriving from the conversion of the Growth Share, the Offeror will own no. 21,589,370 Ordinary Shares, representing 55.75% of the share capital and of the voting rights of the Issuer.

Below is a graphic representation of the chain of control of the Issuer as of the date of this press release.



With the sole exception of what set forth above, as of the date of this press release, to the best of the knowledge of the Offeror, the Persons Acting in Concert do not hold any additional Ordinary Share or Growth Share of the Issuer. Neither the Offeror nor the Persons Acting in Concert hold any financial instrument which confer a long position on the Issuer's Shares.

### 2.3 Motivation for the Offer and future programs

The obligation to promote the Offer arose following the indirect acquisition by the Offeror of the Relevant Stake in Isagro pursuant to the SPA and the consequent change in the Issuer's controlling corporate structure.

The Offer is aimed at fulfilling the obligations set out in Articles 102 and 106, paragraphs 1 and 3, letter a), of the Consolidated Financial Act and at delisting the Issuer's Ordinary Shares from the MTA (the "**Delisting**").

Upon completion of the Delisting, the Offeror intends to continue supporting the growth of the Issuer, also due to the benefits deriving from the integration with the group of Gowan Company. The Offer is aimed at ensuring the stability of the shareholding that is needed to allow the Issuer to take advantage of any future opportunities for development and growth, as well as a strategic guide to enhance the business in the medium-long term.

The Offeror believes that the objectives indicated above can best be achieved in a private context characterized by a greater operative and organizational flexibility, in which the Ordinary Shares of the Issuer are not listed on the MTA.

In addition, through the Offer the Offeror intends to grant to the shareholders of the Issuer the possibility to sell their stakes at better conditions compared to the ones deriving from the average trend of the negotiations of the Ordinary Shares and the Growth Shares in the last months and years.



### 3. MAIN TERMS OF THE OFFER

#### 3.1 Categories and quantity of the shares object of the Offer

The Offer is launched on a maximum of no. 16,489,259 Ordinary Shares of the Issuer (the “Shares”), with no nominal value, representing 42.58% of the Issuer’s share capital, equal to the entirety of the Issuer’s outstanding Ordinary Shares as of the date of this press release and to the no. 14,174,919 Ordinary Shares that will be assigned to the owners of the no. 14,174,919 Growth Shares whose conversion requisite – pursuant to Article 7 of Isagro’s by-laws – has been fulfilled today, excluding:

- (i) the no. 14,563,403 Ordinary Shares, representing 37.61% of the Issuer’s share capital *post* conversion of the Growth Shares, directly and indirectly held by the Offeror as of the date hereof <sup>(1)</sup>;
- (ii) the no. 7,025,967 Ordinary Shares, representing 18.14% of the Issuer’s share capital *post* conversion of the Growth Shares, that will be assigned to the Offeror in exchange of the conversion of the no. 7,025,967 Growth Shares directly and indirectly held by the Offeror on the date hereof <sup>(2)</sup>; and
- (iii) the no. 646,250 Growth Shares owned by the Issuer as of the date hereof, representing 1.67% of the Issuer’s share capital.

It should be noted that the number of Shares object of the Offer may reduce if, within the date of closure of the Acceptance Period (as defined below) and, if the conditions set out in Article 40-*bis* of the Issuers’ Regulation are met, during the Reopening of the Acceptance Period, the Offeror and/or the Persons Acting in Concert purchases Shares of the Issuer outside the Offer in accordance with applicable law.

The Shares tendered to the Offer must be freely transferable to the Offeror and free from any restrictions and encumbrances of any kind and nature, whether rights in rem, mandatory or personal rights.

The Offer is addressed to all the holders of Shares without distinction and on equal terms.

#### 3.2 Consideration for share and maximum disbursement

The Offeror will pay a consideration in cash equal to Euro 2.76 for each Share tendered in the Offer (the “**Consideration**”).

Given the mandatory nature of the Offer and taking into account the structure of the transaction from which the obligation to promote the Offer arises, the Consideration has been set in accordance with Article 106 of the Consolidated Financial Act and corresponds to the valuation per share of the Ordinary Shares and the Growth Shares of the Issuer recognized in the aggregate

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<sup>(1)</sup> Equal to the no. 13,174,000 Ordinary Shares owned indirectly by the Offeror through Piemme and Holdisa and the no. 1,389,403 Additional Purchased Ordinary Shares.

<sup>(2)</sup> Equal to the no. 1,737,596 Sellers’ Growth Shares purchased by the Offeror on the date hereof pursuant to the SPA, the no. 464,572 Holdisa Growth Shares and the no. 4,823,799 Additional Purchased Ordinary Shares.

consideration paid by the Offeror to the Sellers pursuant to the SPA for the purchase of the Relevant Stake in Isagro and the Sellers' Growth Shares.

The Consideration is net of stamp duties, if due, and of any fees, commissions and expenses, which shall be borne by the Offeror. Withholding tax, to the extent due, will be upon the persons accepting the Offer.

The official price per Ordinary Share of the Issuer recorded at the close of March 5, 2021 (the last day of stock exchange before the publication of the press release announcing the execution of the SPA, the “**Reference Date**”) was Euro 1.26 (source: Factset), while the official price per Growth Share of the Issuer recorded at the Reference Date was Euro 1.18 (source: Factset). With respect to these figures, the **Consideration therefore embodies a premium of 118.3% with regard to the Ordinary Shares and a premium of 133.2% with regard to the Growth Shares.**

The following table reports a comparison between the Consideration and: (i) the last official closing price of the Ordinary Shares and of the Growth Shares recorded on the Reference Date, and (ii) the weighted arithmetic average of the official price registered in each of the previous 1, 3, and 6 months and 1 year prior to the Reference Date.

<b>Reference period</b>	<b>Weighted average price for Ordinary Share</b>	<b>Weighted average price for Growth Share</b>	<b>Premium for Ordinary Share</b>	<b>Premium for Growth Share</b>
March 5, 2021	1.26	1.18	<b>118.3%</b>	<b>133.2%</b>
Weighted average price – 1 month ( <sup>1</sup> )	1.24	1.12	<b>123.4%</b>	<b>145.8%</b>
Weighted average price – 3 months ( <sup>2</sup> )	1.20	1.03	<b>129.3%</b>	<b>168.5%</b>
Weighted average price – 6 months ( <sup>3</sup> )	1.16	0.93	<b>138.7%</b>	<b>196.5%</b>
Weighted average price – 1 year ( <sup>4</sup> )	1.10	0.80	<b>150.4%</b>	<b>245.5%</b>

Source: Factset

(1) From 8/2/2021 to 5/3/2021 (inclusive)

(2) From 7/12/2020 to 5/3/2021 (inclusive)

(3) From 7/9/2020 to 5/3/2021 (inclusive)

(4) From 6/3/2020 to 5/3/2021 (inclusive)

In the event all the Shares are tendered in the Offer, the maximum aggregate disbursement of the Offer, calculated on the basis of the Consideration equal to Euro 2.76 and the maximum aggregate number of Shares object of the Offer, is equal to Euro 45,510,354.84 (the “**Maximum Disbursement**”).

The Offeror will pay the Maximum Disbursement by using the following financial resources:

- (i) for a significant amount of the Maximum Disbursement, by using the own financial resources of the Offeror, deriving from the Offeror’s cash flow generated through its ordinary activity; and
- (ii) for the remaining amount of the Maximum Disbursement, by drawing on an available credit facility of Gowan Company with Bank of America, N.A. and Citibank, N.A. for total available credit of USD 250,000,000 (under which also the Offeror can borrow).

Pursuant to Article 37-*bis* of the Issuers’ Regulation, the Offeror declared that it is in the condition to fully comply with any commitment to pay the Consideration.

### **3.3 Offer acceptance period**

The time period for acceptance of the Offer (the “**Acceptance Period**”) will be agreed with Borsa Italiana in compliance with the provisions of Article 40 of the Issuers’ Regulation and will last between a minimum of 15 trading days and a maximum of 25 trading days, unless such period is extended or reopened, pursuant to the provisions of Article 40-*bis* of the Issuers’ Regulation (the “**Reopening of the Acceptance Period**”).

Payment of the Consideration will take place, against simultaneous transfer to the Offeror of ownership of the Shares tendered in the Offer, after the Acceptance Period closes, on the settlement date to be specified in the Offer Document. In the event of Reopening of the Acceptance Period, payment of the Consideration to the holders of the Shares tendered in the Offer during the Reopening of the Acceptance Period, against simultaneous transfer to the Offeror of ownership of the Shares tendered under the Offer, would take place after the Reopening of the Acceptance Period closes, on the settlement date to be specified in the Offer Document.

### **3.4 Delisting of the Ordinary Shares**

#### ***3.4.1 Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act***

The Offer seeks to achieve the Delisting, in line with the future plans of the Offeror regarding the Issuer.

Consequently, in the event that, at the end of the Offer (including the Reopening of the Acceptance Period, if applicable), as a result of the number of Shares tendered in the Offer and/or any purchases made outside the Offer in accordance with applicable law, the Offeror and the Persons Acting in Concert hold an overall stake greater than 90%, but less than 95% of the

Issuer's aggregate share capital, the Offeror hereby declares its intention not to restore a sufficient free float to ensure the regular course of trading of the Issuer's Ordinary Shares.

In such circumstance, the Offeror will fulfill its obligation to purchase the remaining Shares from the Issuer's shareholders who so request pursuant to Article 108, paragraph 2, of the Consolidated Financial Act (the "**Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act**"), at a per-Share determined pursuant to Article 108, paragraph 3 of the Consolidated Financial Act (*i.e.*, a price equal to the Consideration).

It should be noted that, following the occurrence of the conditions for the Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act, pursuant to Article 2.5.1, paragraph 6, of the regulations of the markets organized and managed by Borsa Italiana (the "**Stock Exchange Regulations**"), Borsa Italiana will revoke the listing of the Issuer's Ordinary shares as from the stock exchange day following the date of payment of the consideration for the Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act. Therefore, following the fulfilment of the conditions for the Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act, the holders of the Shares which will have not tendered their Shares in the Offer and have not requested the Offeror to purchase their Shares pursuant to the Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act (without prejudice to Paragraph 3.4.2 below), will hold financial instruments not traded on any regulated market, with an increased difficulty to divest.

#### ***3.4.2 Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act and Squeeze-out Right pursuant to Article 111 of the Consolidated Financial Act***

In the event that, at the end of the Offer (including the Reopening of the Acceptance Period, if applicable), as a result of the number of shares tendered in the Offer or any purchases made outside of the Offer in accordance with applicable law or the fulfilment of the Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act, the Offeror and the Persons Acting in Concert hold an overall stake greater than or equal to 95% of the Issuer's share capital, the Offeror hereby declares its intention to exercise its right to purchase the remaining outstanding Shares, pursuant to Article 111 of the Consolidated Financial Act (the "**Squeeze-out Right**").

The Squeeze-out Right will be exercised by the Offeror as soon as possible after the conclusion of the Offer or the fulfilment of procedure for the Sell-out Obligation pursuant to Article 108, paragraph 2, of the Consolidated Financial Act (as the case may be). The Offeror, by means of exercising the Squeeze-out Right, will also fulfil, on its own behalf and on behalf of the Persons Acting in Concert, the Sell-out Obligation pursuant to Article 108, paragraph 1, of the Consolidated Financial Act towards the Issuer's shareholders ("**Sell-out Obligation pursuant to Article 108, paragraph 1, of the Consolidated Financial Act**"), thus triggering a single procedure.

Pursuant to Article 108, paragraph 3, of the Consolidated Financial Act, as referred to in Article 111 of the Consolidated Financial Act, the Squeeze-out Right will be exercised by the Offeror at a consideration per Share equal to the Consideration.

It should also be noted that, following the occurrence of the conditions for the Squeeze-out Right and the Sell-out Obligation pursuant to Article 108, paragraph 1, of the Consolidated Financial Act, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulations, Borsa Italiana will suspend and/or revoke the listing of the Issuer's Ordinary Shares, taking into account the time required for exercising the Squeeze-out Right.

### **3.4.3 Possible shortage of free float**

In the event that, at the end of the Offer (including the Reopening of the Acceptance Period, if applicable), the free float of the Ordinary Shares is more than 10% but less than 20% of the Issuer's share capital, such free float may not be suitable for the Issuer to meet the requirements set by the Stock Exchange Regulations for the eligibility in the STAR Segment of the MTA, with the consequent possible demotion of the Issuer to the Standard Segment of the MTA. In the event of loss of STAR Segment eligibility, the Ordinary Shares of Isagro may have a lower degree of liquidity than the one recorded on the STAR Segment and the Issuer may decide not to comply with the requirements envisaged for companies listed in the STAR Segment, as it would no longer be required to do so.

### **3.4.4 Merger**

In the event that, following the completion of the Offer, the Delisting is not achieved, the Offeror intends to achieve the Delisting by means of implementing merger by incorporation of the Issuer in the Offeror, non-listed company, or in another non-listed company controlled by Gowan Company (the "**Merger**").

In the event that the Merger is approved by Isagro's shareholders' meeting, the shareholders of the Issuer who have not taken part in the resolution approving the Merger (and therefore approving the delisting) would be entitled to exercise their right of withdrawal pursuant to the applicable law. In such case, the liquidation value of their shares would be determined in accordance with Article 2437-ter, paragraph 3, of the Italian Civil Code, in an amount equal to the arithmetic average of the closing prices recorded during the six months preceding the publication of the notice of call of the shareholders' meeting called to approve the Merger.

## **3.5 Markets on which the Offer is promoted**

The Offer is addressed to all the Isagro's shareholders holding Shares without distinction and on equal terms. Without prejudice to the foregoing, the Offer will be made in Italy only given that the Shares are listed on the MTA, STAR Segment only.

The Offer has not been and will not be promoted or disseminated in the USA, Canada, Japan and Australia, nor in any other country where such an Offer is forbidden without authorisation from pertinent authorities or other fulfilments are required by the Offeror (all such countries, including the USA, Canada, Japan and Australia, collectively, the "**Other Countries**"), nor using the communication or national or international trade tools of the Other Countries (including, by way of example, the postal system, Telefax, e-mail, telephone and Internet), nor by way of any office of any of the financial brokers of such Other Countries, nor in any other manner.

Acceptance of the Offer by parties resident in countries other than Italy may be subject to specific obligations or restrictions provided by legal or regulatory provisions. Parties who wish to take part in the Offer bear the exclusive responsibility to comply with those laws and therefore prior to accepting the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.

### **3.6 Conditions precedent to the Offer**

The Offer, as mandatory offer pursuant to Article 106, paragraphs 1 and 3, let. a) of the Consolidated Financial Act, is not subject to any conditions precedent.

#### **4. NOTICES OR APPLICATIONS FOR AUTHORISATIONS UNDER APPLICABLE LAWS FOR THE OFFER**

The promotion of the Offer is not subject to any notification requirement nor is it subject to any requirement to obtain any authorizations.

#### **5. THE WEBSITE WHERE THE PRESS RELEASES AND THE DOCUMENTS RELATED TO THE OFFER ARE AVAILABLE**

The notices and all the documents pertaining to the Offer (including the Offer Document) will be available on the Issuer's website [www.isagro.com](http://www.isagro.com).

#### **6. GLOBAL INFORMATION AGENT**

Georgeson S.r.l., with registered office in Rome, Via Emilia n. 88, has been appointed by the Offeror as *global information agent* for the purposes of making available information on the Offer to all the shareholders of the Issuer.

To this purpose, the global information agent designed a dedicated e-mail account ([opa-isagro@georgeson.com](mailto:opa-isagro@georgeson.com)) and a toll-free number (800.189.034). The telephone number will be active from Monday to Friday from 9:00 a.m. to 6:00 p.m. (*Central European Time*).

The website of the global information agent is [www.georgeson.com/it](http://www.georgeson.com/it).

#### **7. ADVISORS**

For the purpose of the Offer, the Offeror is advised by:

- Bonelli Erede Lombardi Pappalardo, as the legal advisor; and
- Mediobanca, Banca di Credito Finanziario S.p.A., as financial *advisor*.

*This press release does not constitute or intend to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Isagro S.p.A. in any country in breach of applicable laws. The Offer will be made by way of publication of the relevant offer document, subject to CONSOB approval. The offer document will contain a full description of the terms and conditions of the Offer, including how to accept.*

*No copy of this communication or other documents relating to the Offer shall be, nor can they be, sent by post or otherwise transmitted or distributed in any or from any country where the provisions of local legislation may cause risks of a civil, criminal or regulatory nature where information relating to the Offer is transmitted or made available to shareholders of Isagro S.p.A. in that country or other countries where such conduct would constitute a breach of that country's laws and any person who receives such documents (including such as custodians or trustees) is required not to send by post or otherwise transmit or distribute them to or from none of such countries.*